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Before the
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Copyright Royalty Board

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Copyright Royalty Board

_____)
In the Matter of)
)
ADJUSTMENT OF RATES AND TERMS)
FOR PREEXISTING SUBSCRIPTION)
SERVICES AND SATELLITE DIGITAL)
AUDIO RADIO SERVICES)
_____)

Docket No. 2006-1 CRB DSTRA

**UNOPPOSED MOTION OF SOUNDEXCHANGE, INC. FOR LEAVE
TO AMEND WRITTEN DIRECT STATEMENT**

SoundExchange, Inc. ("SoundExchange"), by and through counsel, respectfully seeks leave of the Copyright Royalty Judges ("Judges") to file an amended written direct statement that will include restricted information that was redacted from the public version of SoundExchange's written direct statement filed on October 30, 2006. All parties in this proceeding have consented to the filing of this motion and to the relief sought herein.

On October 17, 2006, the parties in this proceeding filed a joint motion for entry of a protective order. At that time, the parties also proposed an order that, in all material respects, was identical to the protective order entered in Docket No. 2005-1 CRB DTRA. On October 23, 2006, the Judges denied the parties' motion without prejudice and called for further briefing on the proper scope of the protective order to be entered. The Judges called for such additional briefing by November 9, 2006.

In the meantime, however, the parties' written direct statements were due to be filed on October 30, 2006. Thus, in the absence of a protective order, and after consultation with the Judges, all parties executed a written agreement in which they agreed to file only the public

versions of their written direct statements on October 30, 2006, and to serve on outside counsel — but not file — the restricted versions of those statements on that date. The parties all further agreed to maintain the confidentiality of each other's restricted written direct statements per the terms of the existing protective order in Docket No. 2005-1 CRB DTRA. Finally, there being no Copyright Royalty Board Rule or Regulation to the contrary, the parties all agreed that, following entry of a protective order in this proceeding, they subsequently would seek leave to amend their written direct statements to file restricted versions in conformity with the applicable protective order. Thereafter, on December 20, 2006, the Judges issued the protective order (“Protective Order”) that will govern this proceeding.

Consistent with the Protective Order and with the parties' joint agreement, SoundExchange now seeks leave to file the restricted version of its written direct statement that was served on outside counsel for all parties on October 30, 2006. As demonstrated in the accompanying Redaction Log and Declaration of Counsel, the information (marked as Restricted Material) meets the Protective Order's definition of “Protected Materials” and is necessary for the development of the most complete and best possible record for the Judges to have before them in resolving the complex issues in this proceeding. All parties have consented to this motion.

Respectfully submitted,

By 

Donald B. Verrilli, Jr. (DC Bar 420434)

Thomas J. Perrelli (DC Bar 438929)

Mark D. Schneider (DC Bar 385989)

Michael B. DeSanctis (DC Bar 460961)

JENNER & BLOCK LLP

601 Thirteenth Street, N.W.

Washington, D.C. 20005

tel. (202) 639-6000

fax (202) 639-6066

dverrilli@jenner.com

tperrelli@jenner.com

mschneider@jenner.com

mdesanctis@jenner.com

Counsel for SoundExchange, Inc.

Dated: January 17, 2007

CERTIFICATE OF SERVICE

I, Michael B. DeSanctis, hereby certify that a copy of the foregoing **Unopposed Motion of SoundExchange, Inc. for Leave to Amend Written Direct Statement** has been served this 17th day of January, 2007 by electronic mail and by overnight mail to the following persons:

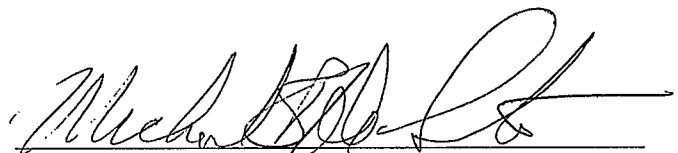
Bruce G. Joseph
Karyn K. Ablin
WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, DC 20006
(P) 202/719-7258
(F) 202/719-7049
bjoseph@wrf.com
kablin@wrf.com
Counsel for Sirius Satellite Radio Inc.

Seth Greenstein
Todd Anderson
Aymeric Dumas-Eymard
Laura C. Fentonmiller
Amy N. Roth
Julie Chen Clocker
CONSTANTINE CANNON PC
1627 Eye Street, N.W.
10th Floor
Washington, DC 20006
sgreenstein@constantinecannon.com
tanderson@constantinecannon.com
(P) 202/204-3500
(F) 202/204-3501
Counsel for XM Satellite Radio Inc.

Les Watkins
Vice President, Business Affairs
Royalty Logic, Inc.
21122 Erwin Street
Woodland Hills, CA 91367-3712
(P) 818/558-1400
(F) 818/558-3484
LesWatkins@MusicReports.com
Representative for Royalty Logic, Inc.

Paul M. Fakler
David Rabinowitz
Julie Stark
Christopher R. Gresh
Moses & Singer LLP
405 Lexington Avenue
New York, NY 10174
(P) 212/554-7632
(F) 917/206-4336
pfakler@mosessinger.com
Counsel for Music Choice

Paula Calhoun
Music Choice
110 Gibraltar Road
Suite 200
Horsham, PA 19044
(P) 215/784-5872
(F) 215/784-5886
pcalhoun@musicchoice.com
Representative for Music Choice


Michael B. DeSanctis