

PROPOSED PUBLIC VERSION¹

¹ Pursuant to the Judges' December 16 email and December 30 Order, SoundExchange files the attached Proposed Modifications to the Judges' Proposed Public Version of the Determination under seal so that the Judges may make it publicly available when they deem appropriate.

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Washington, D.C.

In the Matter of:)	
)	
Determination of Royalty Rates for Digital)	Docket No. 14-CRB-0001-WR (2016-2020)
Performance in Sound Recordings and)	CRB Webcasting IV
Ephemeral Recordings (Web IV))	

**SOUNDEXCHANGE’S PROPOSED MODIFICATIONS TO THE JUDGES’ PROPOSED
PUBLIC VERSION OF THE DETERMINATION**

Pursuant to the Judges’ February 2, 2016 Order, SoundExchange asks the Judges to correct a few redactions that appear to have been inadvertently omitted from the Judges’ Proposed Public Version of the Determination. SoundExchange does not object to any of the Judges’ substantive conclusions regarding disclosure. Rather, SoundExchange asks the Judges to apply the following redactions SoundExchange proposed because the redactions are consistent with the Judges’ reasoning and other approved redactions, but appear to have been inadvertently omitted from the Judges’ Proposed Public Version of the Determination.

- On page 20, footnote 42, of the Judges’ Proposed Public Version Exhibit A, [REDACTED] is not marked for redaction although [REDACTED] and the other identifications of specific parties to an agreement are marked for redaction. It appears that [REDACTED] should be redacted consistent with the Judges’ treatment of other agreements in this footnote.
- On page 94, footnote 120, [REDACTED] % is not marked for redaction although it is redacted twice in the text on that page. It appear that this reference to [REDACTED] % should be redacted consistent with the Judges’ treatment of that percentage in the remainder of the determination.
- On page 145 in the third bullet down, [REDACTED] in the term [REDACTED] is not marked for redaction. It appears that this should be redacted consistent with the Judges’ treatment of this figure in other sections of this Determination, including footnote 164 on the same page.

PUBLIC VERSION

- On page 150 in the second paragraph, two instances of the word [REDACTED] are not marked for redaction. The first is in the number [REDACTED] and the second is in the number [REDACTED]. It appears that these should be redacted consistent with the Judges' treatment of these figures in other parts of the Determination, including the first bullet on page 145.
- On page 165, [REDACTED] and [REDACTED] are not marked for redaction in the first sentence in the first paragraph under Subpart (D), and then [REDACTED] is not marked for redaction in the third sentence of that paragraph. It appears that these should be redacted consistent with the Judges' treatment of these confidential terms in that paragraph.
- On page 168 in the fifth paragraph, [REDACTED] % is not marked for redaction. It appears that this should be redacted consistent with the Judges' treatment of this percentage in that section.

SoundExchange respectfully requests the Judges modify the Proposed Public Version to also include these redactions.

Dated: February 5, 2016

Respectfully submitted,

By: Glenn D. Pomerantz & / KJ.
Glenn D. Pomerantz (CA Bar 112503)
Kelly M. Klaus (CA Bar 161091)
Anjan Choudhury (DC Bar 497271)
MUNGER, TOLLES & OLSON LLP
355 S. Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
Telephone: (213) 683-9100
Facsimile: (213) 687-3702
Glenn.Pomerantz@mto.com
Kelly.Klaus@mto.com
Anjan.Choudhury@mto.com

Counsel for SoundExchange, Inc.

COS


CERTIFICATE OF SERVICE

I hereby certify that on February 5, 2016, I caused a copy of the foregoing [PUBLIC] — **SOUNDEXCHANGE’S PROPOSED MODIFICATIONS TO THE JUDGES’ PROPOSED PUBLIC VERSION OF THE DETERMINATION** to be served via electronic mail and first-class, postage prepaid, United States mail, addressed as follows:

<p>Jeffrey J. Jarmuth Law Offices of Jeffrey J. Jarmuth 34 E. Elm Street Chicago, IL 60611-1016 Telephone: (312) 335-9933 Facsimile: (312) 822-1010 Jeff.jarmuth@jarmuthlawoffices.com <i>Counsel for AccuRadio, LLC</i></p>	<p>David Oxenford WILKINSON BARKER KNAUER, LLP 1800 M Street, NW, Suite 800N Washington, DC 20036 doxenford@wbklaw.com Telephone: (202) 383-3337 Facsimile: (202) 783-5851 <i>Counsel for Educational Media Foundation and National Association of Broadcasters (NAB)</i></p>
<p>Bruce Joseph, Karyn Ablin Michael Sturm, Jillian Volkmar WILEY REIN LLP 1776 K Street, NW Washington, DC 20006 bjoseph@wileyrein.com kablin@wileyrein.com msturm@wileyrein.com JVolkmar@wileyrein.com Telephone: (202) 719-7000 Facsimile: (202) 719-7049 <i>Counsel for National Association of Broadcasters (NAB)</i></p>	<p>William Malone 40 Cobbler’s Green 205 Main Street New Canaan, CT 06840 Malone@ieee.org Telephone: (203) 966-4770 <i>Counsel for Harvard Radio Broadcasting Co., Inc. (WHRB) and Intercollegiate Broadcasting System, Inc. (IBS)</i></p>

<p>Mark Hansen, John Thorne Evan Leo, Scott Angstreich, Kevin Miller, Caitlin Hall, Igor Helman, Leslie Pope, Matthew Huppert KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C. 1615 M Street, NW, Suite 400 Washington, DC 20036 Mhansen@khhte.com Jthorne@khhte.com eleo@khhte.com sangstreich@khhte.com kmiller@khhte.com chall@khhte.com ihelman@khhte.com lpope@khhte.com mhuppert@khhte.com Telephone: (202) 326-7900 Facsimile: (202) 326-7999 <i>Counsel iHeartMedia, Inc.</i></p>	<p>Kenneth L. Steinthal, Joseph R. Wetzel Ethan Davis KING & SPALDING LLP 101 Second Street, Suite 2300 San Francisco, CA 94105 ksteinthal@kslaw.com jwetzel@kslaw.com edavis@kslaw.com Telephone: (415) 318-1200 Facsimile: (415) 318-1300 <i>Counsel for National Public Radio, Inc. (NPR)</i></p>
<p>Karyn Ablin, Jennifer Elgin WILEY REIN LLP 1776 K St. N.W. Washington, DC 20006 kablin@wileyrein.com jelgin@wileyrein.com Telephone: (202) 719-7000 Facsimile: (202) 719-7049 <i>Counsel for National Religious Broadcasters NonCommercial Music License Committee (NRBNMLC)</i></p>	<p>R. Bruce Rich, Todd Larson Sabrina Perelman, Benjamin E. Marks WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 r.bruce.rich@weil.com todd.larson@weil.com Sabrina.Perelman@weil.com Benjamin.marks@weil.com Telephone: (212) 310-8170 Facsimile: (212) 310-8007 <i>Counsel for Pandora Media, Inc.</i></p>
<p>Gary R. Greenstein WILSON SONSINI GOODRICH & ROSATI 1700 K Street, NW, 5th Floor Washington, DC 20006 ggreenstein@wsgr.com Telephone: (202) 973-8849 Facsimile: (202) 973-8899 <i>Counsel for Pandora Media Inc.</i></p>	<p>Jacob B. Ebin WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 jacob.ebin@weil.com Telephone: (212) 310-8516 Facsimile: (212) 310-8007 <i>Counsel for Pandora Media Inc.</i></p>

<p>Paul Fakler Arent Fox LLP 1675 Broadway New York, NY 10019 Paul.Fakler@arentfox.com Telephone: (212) 484-3900 Fax: (212) 484-3990 <i>Counsel for Sirius XM Radio Inc.</i></p>	<p>Martin F. Cunniff Jackson D. Toof Arent Fox LLP 1717 K Street, N.W. Washington, D.C. 20006-5344 Martin.Cunniff@arentfox.com Jackson.Toof@arentfox.com Telephone: (202) 857-6000 Fax: (202) 857-6395 <i>Counsel for Sirius XM Radio Inc.</i></p>
<p>Catherine Gellis P.O. Box 2477 Sausalito, CA 94966 cathy@cgcounsel.com Telephone: (202) 642-2849 <i>Counsel for College Broadcasters Inc. (CBI)</i></p>	<p>David Golden CONSTANTINE CANNON LLP 1001 Pennsylvania Ave. NW, Suite 1300N Washington, DC 20004 dgolden@constantinecannon.com Telephone: (202) 204-3500 Facsimile: (202) 204-3501 <i>Counsel for College Broadcasters Inc. (CBI)</i></p>
<p>Antonio E. Lewis King & Spalding, LLP 100 N. Tryon Street, Suite 3900 Charlotte, NC 28202 Tel: 704-503-2583 Fax: 704-503-2622 E-Mail: alewis@kslaw.com <i>Counsel for National Public Radio, Inc. (NPR)</i></p>	<p>Steven R. Englund Jenner & Block LLP 1099 New York Ave., N.W. Washington, D.C. 20001 Tel.: 202-639-6000 Fax: 201-639-6066 E-Mail: senglund@jenner.com <i>Counsel for SoundExchange, Inc.</i></p>


Cindi Richardson