

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

In the Matter of:

Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and “Preexisting”
Subscription Services (SDARS III)

Docket No. 16-CRB-0001 SR/PSSR
(2018-2022)

**DECLARATION OF JARED O. FREEDMAN REGARDING RESTRICTED
INFORMATION IN THE REPLY FACT AND CONCLUSIONS OF LAW
OF SOUNDEXCHANGE, INC., AND COPYRIGHT OWNER
AND ARTIST PARTICIPANTS**

1. I am counsel for SoundExchange, Inc., the American Federation of Musicians of the United States and Canada (“AFM”), the Screen Actors Guild and American Federation of Television and Radio Artists (“SAG AFTRA”), the American Association of Independent Music (“A2IM”), Universal Music Group (“UMG”), Sony Music Entertainment (“SME”), Warner Music Group (“WMG”), and the Recording Industry Association of America (“RIAA”) (collectively, “SoundExchange”) in Docket No. 16-CRB-0001-SR/PSSR. I respectfully submit this declaration and accompanying Redaction Logs (Attachments A-C) to comply with the Protective Order, dated June 15, 2016, which directs the parties to redact proposed restricted material in any filings with the Judges and to provide a log of the same redactions. I am authorized by SoundExchange to submit this declaration on its behalf.

2. I have reviewed SoundExchange’s Reply Proposed Findings of Fact and Conclusions of Law, which were submitted in this proceeding on June 29, 2017, as well as the redaction logs attached to this declaration. The Redaction Logs for SoundExchange’s Reply

Proposed Findings of Fact and Conclusions of Law identify the Protected Material and describes the basis for each redaction as follows: Attachment A identifies the redactions in SoundExchange's Reply to Sirius XM's Proposed Findings of Fact and Conclusions of Law; Attachment B identifies the redactions in SoundExchange's Reply to Music Choice's Proposed Findings of Fact; and, Attachment C identifies the redactions in SoundExchange's Reply to Music Choice's Proposed Conclusions of Law. The Protected Material is shaded in the printed copies of the Restricted versions of SoundExchange's filed materials, and is further described below.

3. The Protected Material that SoundExchange is submitting includes confidential information that (1) is contained in exhibits that have been admitted into evidence in this proceeding as Restricted, (2) was provided in oral hearing testimony during a closed (Restricted) session of this proceeding, and/or (3) was redacted in CRB orders issued in prior proceedings. This information includes, among other things, testimony and exhibits related to or constituting commercial or financial information that SoundExchange or the other participants reasonably determined in good faith would, if disclosed, either competitively disadvantage one or more of the participants, provide a competitive advantage to another participant, competitor, or entity, or interfere with the ability of one or more of the participants to obtain like information in the future.

4. The public disclosure of the Protected Material that SoundExchange is submitting would be likely to cause significant harm. The disclosure would provide an unfair competitive advantage to competitors and/or current or future negotiating counterparties of those whose information would be disclosed. Public disclosure of this information would place the participants, as well as various business partners and entities whose interests are represented by

the participants, at a significant commercial disadvantage, and pose serious risk to their business interests and strategies.

5. As a result, SoundExchange respectfully submits that this information can and should be treated as “Protected Material.” Such protection will prevent commercial and competitive harm that would result from disclosure and enable SoundExchange to provide the Copyright Royalty Judges with the most complete record possible on which to base its determination in this proceeding. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: July 7, 2017

Respectfully submitted,

By /s/ Jared O. Freedman
Jared O. Freedman (DC Bar 469679)
JENNER & BLOCK LLP
1099 New York Ave., N.W., Suite 900
Washington, D.C. 20001
(v) 202-639-6000
(f) 202-639-6066
jfreedman@jenner.com

Counsel for SoundExchange, Inc., the Recording Industry Association of America, Sony Music Entertainment, Universal Music Group, Warner Music Group, the American Association of Independent Music, the American Federation of Musicians of the United States and Canada, and the Screen Actors Guild and American Federation of Television and Radio Artists

ATTACHMENT A

REDACTION LOG FOR SOUNDEXCHANGE’S REPLY TO SIRIUS XM’S PROPOSED FINDINGS OF FACT AND CONCLUSIONS OF LAW

General Description	Paragraph(s)/Page(s)
Testimony Provided in Restricted Session	Page 18 ¶ 9, Page 19 ¶ 16, Page 34 ¶ 27, Page 35 ¶ 29, Pages 36-37 ¶ 33, Page 37 ¶ 34, Page 37 ¶ 35, Pages 37-38 ¶ 36, Page 39 ¶ 40, Page 39 ¶ 41, Page 40 ¶ 44, Page 40 ¶ 45, Page 41 ¶ 47, Page 42 ¶ 48, Page 42 ¶ 49, Page 43 ¶ 52, Page 50 ¶ 61, Pages 91-92 ¶ 117, Page 92 ¶ 118, Pages 102-104 ¶ 132, Page 104 ¶ 133, Page 114 ¶ 148, Page 115 ¶ 149, Pages 138-139 ¶ 188, Page 139 ¶ 189, Pages 163-164 ¶ 241, Pages 186-187 ¶ 276, Page 187 ¶ 277, Page 187 ¶ 278, Pages 189-190 ¶ 282, Page 192 ¶ 284, Pages 192-193 ¶ 285, Page 194 ¶ 287, Page 198 ¶ 299, Page 199 ¶ 302, Page 211 ¶ 327, Page 223 ¶ 348, Page 257 ¶ 397, Page 273 ¶ 423, Page 290 ¶ 454, Page 293 ¶ 457, Pages 304-305 ¶ 473, Page 305 ¶ 474
Exhibit Admitted into Evidence as Restricted	Page 1, Page 3, Page 5, Page 11 ¶ 1, Page 54 ¶ 69, Page 89 ¶ 113, Page 94 ¶ 121, Pages 95-96 ¶ 124, Page 105 ¶ 136, Page 108 ¶ 139, Page 117 ¶ 151, Page 118 ¶ 154, Pages 128-129 ¶ 172, Page 130 ¶ 174, Page 133 ¶ 179, Page 138 ¶ 187, Page 143 ¶ 193, Page 146 ¶ 201, Page 147 ¶ 207, Page 149 ¶ 210, Page 165 ¶ 244, Page 171 ¶ 251, Page 175 ¶ 257, Page 177 ¶ 261, Page 194 ¶ 288, Page 222 ¶ 347, Page 225 ¶ 354, Page 257 ¶ 396, Page 289 ¶ 452, Page 301 ¶ 470, Page 304 ¶ 472, Page 306 ¶ 475, Page 307 ¶ 476, Page 311 ¶ 479, Pages 315-316 ¶ 485, Page 317 ¶ 487
Testimony Provided in Restricted Session and Exhibit Admitted into Evidence as Restricted	Page 7, Pages 13, 15 ¶ 4, Page 21 ¶ 19, Pages 26-29 ¶ 22, Page 33 ¶ 26, Page 36 ¶ 32, Page 38 ¶ 37, Pages 38-39 ¶ 39, Page 40 ¶ 43, Pages 40-41 ¶ 46, Pages 51-52 ¶ 66, Page 52 ¶ 67, Pages 52-54 ¶ 68, Page 55 ¶ 71, Page 55 ¶ 72, Page 56 ¶ 75, Page 63 ¶ 84, Pages 63-64 ¶ 85, Page 74 ¶ 93, Pages 79-81 ¶ 103, Pages 83-84 ¶ 106, Page 85 ¶ 107, Page 87 ¶ 111, Pages 101-102 ¶ 131, Page 107 ¶ 137, Pages 107-108 ¶ 138, Page 111 ¶ 144, Page 112 ¶ 146, Page 113 ¶ 147, Page 116 ¶ 150, Page 121 ¶ 160, Pages 122-123 ¶ 161, Page 123 ¶ 162, Pages 127-128 ¶ 171, Pages 132-133 ¶ 177, Page 133 ¶ 178, Pages 134-135 ¶ 182, Pages 135-136 ¶ 184, Page 136 ¶ 185, Pages 137-138 ¶ 186, Pages 148-149 ¶ 209, Pages 160-161 ¶ 235, Page 162 ¶ 237, Page 168 ¶ 249, Page 172 ¶ 252, Pages 180-181 ¶ 266, Pages 181-183 ¶ 272, Page 183 ¶ 273, Pages 184-186 ¶ 275, Pages 191-192 ¶ 283, Page 196 ¶ 294, Page 197 ¶ 295, Page

	198 ¶ 300, Page 222 ¶ 346, Pages 223-224 ¶ 351, Page 353 ¶ 353, Pages 253-254 ¶ 395, Page 258 ¶ 398, Pages 299-300 ¶ 467, Pages 300-301 ¶ 468, Page 316 ¶ 486
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ATTACHMENT B

**REDACTION LOG FOR SOUNDEXCHANGE'S REPLY TO
MUSIC CHOICE'S PROPOSED FINDINGS OF FACT**

General Description	Paragraph(s)/Page(s)
Testimony Provided in Restricted Session	Page 26 ¶ 60, Page 104 ¶ 299, Page 107 ¶ 314, Page 115 ¶ 335, Page 115 ¶ 336, Pages 117-18 ¶ 340, Page 128 ¶ 361, Page 132 ¶ 369, Page 150 ¶ 402, Page 152 ¶ 409, Page 159 ¶ 430, Page 159 ¶ 431, Pages 160-61 ¶ 434, Pages 174-75 ¶ 480, Page 180 ¶ 496, Pages 184-85 ¶ 508, Page 192 ¶ 521, Page 194 ¶ 526, Page 206 ¶ 571
Exhibit Admitted into Evidence as Restricted	Page 1, Page 2, Page 25 ¶ 59, Page 27 ¶ 64, Page 32 ¶ 70, Page 34 ¶ 74, Pages 34-35 ¶ 76, Page 35 ¶ 77, Page 42 ¶ 91, Page 47 ¶ 100, Page 64 ¶ 155, Page 68 ¶ 173, Page 71 ¶ 183, Page 73 ¶ 188, Page 74 ¶ 194, Pages 75-76 ¶ 199, Page 75 ¶ 199, Page 76 ¶ 201, Page 77 ¶ 203, Page 77 ¶ 204, Page 78 ¶ 205, Page 78 ¶ 206, Page 80 ¶ 219, Pages 86-87 ¶ 225, Page 106 ¶ 308, Page 122 ¶ 352, Page 126 ¶ 358, Page 130 ¶ 366, Page 133 ¶ 372, Page 134 ¶ 373, Page 135 ¶ 375, Pages 143-44 ¶ 386, Page 145 ¶ 389, Pages 147-48 ¶ 395, Page 149 ¶ 396, Page 150 ¶ 400, Page 156 ¶ 421, Page 160 ¶ 433, Page 162 ¶ 443, Page 165 ¶ 455, Page 169 ¶ 466, Pages 170-71 ¶ 469, Page 172 ¶ 475, Pages 172-73 ¶ 477, Page 173 ¶ 478, Page 186 ¶ 510, Page 190 ¶ 515, Page 200 ¶ 557
Testimony Provided in Restricted Session and Exhibit Admitted into Evidence as Restricted	Pages 21-22 ¶ 52, Pages 22-23 ¶ 53, Page 24 ¶ 57, Page 53 ¶ 123, Page 63 ¶ 149, Page 79 ¶ 208, Pages 91-93 ¶ 241, Pages 100-02 ¶ 280, Page 102 ¶ 281, Page 103 ¶ 290, Page 105 ¶ 304, Page 131 ¶ 367, Pages 141-42 ¶ 385, Page 151 ¶ 404, Page 174 ¶ 479, Page 183 ¶ 505, Pages 183-84 ¶ 507, Page 188 ¶ 513, Pages 191-92 ¶ 519, Pages 196-97 ¶ 542

ATTACHMENT C

**REDACTION LOG FOR SOUNDEXCHANGE'S REPLY TO
MUSIC CHOICE'S PROPOSED CONCLUSIONS OF LAW**

General Description	Paragraph(s)/Page(s)
Testimony Provided in Restricted Session	Pages 48-49 ¶ 91, Page 69 ¶ 138, Page 78 ¶ 167, Page 85 ¶ 196, Pages 89-90 ¶ 206
Exhibit Admitted into Evidence as Restricted	Page 32 ¶ 58, Page 56 ¶ 111, Page 60 ¶ 119, Page 64 ¶ 125, Page 65 ¶ 129, Page 72 ¶ 150, Page 74 ¶ 154, Page 74 ¶ 155, Page 74 ¶ 156, Page 76 ¶ 159, Page 76 ¶ 160, Page 87 ¶ 202, Page 99 ¶ 244
Testimony Provided in Restricted Session and Exhibit Admitted into Evidence as Restricted	Pages 83-85 ¶ 194, Page 86 ¶ 199, Pages 90-91 ¶ 210

CERTIFICATE OF SERVICE

I, Jared O. Freedman, do hereby certify that, on July 7, 2017, copies of the foregoing are being filed via eCRB, sent via electronic mail to all parties at the email addresses listed below, and sent in hard copy by first class mail.

<p>George Johnson DBA GEO MUSIC GROUP 23 Music Square East Suite 204 Nashville, TN 37203 George@georgejohnson.com</p> <p><i>Pro Se</i></p>	
<p>Paul Fakler John Sullivan Margaret Wheeler-Frothingham Miranda Perkins ARENT FOX, LLP 1675 Broadway New York, NY 10019-5874 Fax: 212-484-3990 Paul.Fakler@arentfox.com John.Sullivan@arentfox.com Margaret.Wheeler@arentfox.com Miranda.Perkins@arentfox.com</p> <p>Jackson Toof ARENT FOX, LLP 1717 K Street, N.W. Washington, DC 20006-5344 Fax: 202-857-6395 Jackson.Toof@arentfox.com</p> <p>Paula Calhoun MUSIC CHOICE 650 Dresher Road Horsham, PA 19044 Fax: 215-784-5886 PCalhoun@musicchoice.com</p> <p><i>Counsel for Music Choice</i></p>	<p>R. Bruce Rich Randi Singer Todd Larson David Yolkut Jacob Ebin Elizabeth Sperle Reed Collins WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 Fax: (212) 310-8007 Bruce.Rich@weil.com Randi.Singer@weil.com Todd.Larson@weil.com David.Yolkut@weil.com Jacob.Ebin@weil.com Elisabeth.Sperle@weil.com Reed.Collins@weil.com</p> <p>Patrick Donnelly SIRIUSXM RADIO INC. 1221 Avenue of Americas, 36th Floor New York, NY 10020 Fax: 212-584-5353 Patrick.Donnelly@siriusxm.com</p> <p>Cynthia Greer SIRIUSXM RADIO INC. 1500 Eckington Pl., NE Washington, DC 20002 Fax: 202-380-4592 Cynthia.Greer@siriusxm.com</p> <p><i>Counsel for SiriusXM Radio, Inc.</i></p>

<p>Rollin A. Ransom Peter I. Ostroff SIDLEY AUSTIN LLP 555 W. Fifth St., Suite 4000 Los Angeles, CA 90013 rransom@sidley.com postroff@sidley.com</p> <p><i>Counsel for Sony Music Entertainment, Universal Music Group, and Warner Music Group</i></p>	
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Dated: July 7, 2017

/s/ Jared O. Freedman

Jared O. Freedman

Certificate of Service

I hereby certify that on Friday, July 07, 2017 I provided a true and correct copy of the Declaration of Jared O. Freedman Regarding Restricted Information in the Reply Fact and Conclusions of Law of SoundExchange, Inc., and Copyright Owner and Artist Participants to the following:

Sirius XM, represented by Bruce Rich served via Electronic Service at bruce.rich@weil.com

Music Choice, represented by Paul M Fakler served via Electronic Service at paul.fakler@arentfox.com

Signed: /s/ Jared O. Freedman