

Before the  
UNITED STATES COPYRIGHT ROYALTY JUDGES  
The Library of Congress

*In re*

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) (Remand)

**DECLARATION OF MARGARET WHEELER-FROTHINGHAM  
IN SUPPORT OF MUSIC CHOICE’S BRIEF REGARDING PRIVILEGE ISSUES**

1. I am an attorney at Mayer Brown LLP, and am counsel for Music Choice in the above-captioned remand proceeding. I submit this declaration in support of Music Choice’s Responsive Brief on Remand. I am fully familiar with the facts set forth in this declaration, and if called upon to testify could do so truthfully and competently.

2. Attached as **Exhibit MC 25** is a true and correct copy of Prager Metis’s October 13, 2017 memorandum to SoundExchange regarding its review of the defensive audits of Music Choice’s PSS royalty payments conducted by BDO, produced by SoundExchange as “Restricted” under the terms of the Protective Order issued in this matter.

3. Attached as **Exhibit MC 26** is a true and correct copy of a March 28, 2017 email chain between Colin Rushing and Brienne Elpert Jackson regarding Prager Metis’s review of BDO’s audits of Music Choice’s PSS royalty payments, produced by SoundExchange as “Restricted” under the terms of the Protective Order issued in this matter.

**PUBLIC VERSION**

4. Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: October 7, 2021  
New York, New York

  
Margaret Wheeler-Frothingham (NY Bar No. 5281191)

# Exhibit MC 25

**RESTRICTED**

# Exhibit MC 26

**RESTRICTED**

# Proof of Delivery

I hereby certify that on Thursday, October 07, 2021, I provided a true and correct copy of the Declaration of Margaret Wheeler-Frothingham in Support of Music Choice's Brief Regarding Privilege Issues to the following:

Johnson, George, represented by George D Johnson, served via ESERVICE at george@georgejohnson.com

Warner Music Group, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

American Association of Independent Music ("A2IM"), represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

Recording Industry Association of America, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

American Federation of Musicians of the United States and Canada, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

Sony Music Entertainment, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

Universal Music Group, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

Sirius XM, represented by Todd Larson, served via ESERVICE at todd.larson@weil.com

SAG-AFTRA, represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

SoundExchange, Inc., represented by Steven R. Englund, served via ESERVICE at senglund@jenner.com

Signed: /s/ Paul Fakler