

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

In the Matter of:

Determination of Rates and Terms for
Preexisting Subscription Services and
Satellite Digital Audio Radio Services

Docket No. 2011-1
CRB PSS/Satellite II

DECLARATION AND RULE 11 CERTIFICATION OF MICHAEL B. DESANCTIS

1. I am counsel for SoundExchange, Inc. (“SoundExchange”) in Docket No. 2011-1 CRB PSS/Satellite II and am authorized to submit this declaration on behalf of SoundExchange. I respectfully submit this declaration and certification pursuant to Rule 350.4(e)(1) of the Copyright Royalty Judges Rules and Procedures, 37 C.F.R. § 350.4(e)(1), and the terms of the Protective Order issued on November 16, 2011 (“Protective Order”).

2. I have reviewed SoundExchange’s Proposed Findings of Fact and Redaction Log submitted in this proceeding. I have determined to the best of my knowledge, information, and belief that portions of those filings contain information that the Judges have agreed during the course of this proceeding to treat as “Protected Material” as defined by the Order. The Protected Material is identified in the Redaction Log and shaded in the printed copies of SoundExchange’s filing.

3. All Protected Material identified in the Redaction Log, including written and hearing testimony and trial exhibits, was either (a) designated by the Copyright Royalty Judges as restricted Protected Material during the course of the trial; or (b) stipulated by Sirius XM, Music Choice, and SoundExchange to be Protected Material in the Joint Motion To Treat Certain Admitted Exhibits As Restricted, submitted by the parties on September 24, 2012.

4. I submit this Declaration and Certification along with the accompanying Redaction Log on behalf of SoundExchange in an abundance of caution and so as not to waive the continuing application of the Protective Order for all parties to the materials listed on the Redaction Log.



Michael B. DeSanctis

Dated: September 27, 2012

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

In the Matter of:

Determination of Rates and Terms for
Preexisting Subscription Services and
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Docket No. 2011-1
CRB PSS/Satellite II

REDACTION LOG FOR SOUNDEXCHANGE’S PROPOSED FINDINGS OF FACT

Pursuant to the requirements of the Protective Order entered by the Copyright Royalty Judges on November 16, 2011, SoundExchange hereby submits the following list of redactions from its Proposed Findings of Fact filed on September 26, 2012. The Declaration and Certification of Michael B. DeSanctis submitted herewith certifies, in compliance with 37 C.F.R. § 350.4(e)(1), that the listed redacted materials meet the definition of “Protected Material” contained in the Protective Order. Furthermore, all redacted material listed below, including written and hearing testimony and trial exhibits, was designated by the Copyright Royalty Judges as restricted Protected Material during the course of the trial.

<u>Document</u>	<u>Page/Paragraph Number</u>	<u>Description</u>
SoundExchange’s Proposed Findings of Fact	Page 4, Paragraph 10	Contains material non-public information designated by the CRB as Protected Material
	Page 5, Paragraph 12	Contains material non-public information designated by the CRB as Protected Material
	Page 7, Paragraph 18	Contains material non-public information designated by the CRB as Protected Material
	Page 7, Paragraph 20	Contains material non-public information designated by the CRB as Protected Material

SoundExchange's Proposed Findings of Fact (continued)	Page 8, Paragraph 20	Contains material non-public information designated by the CRB as Protected Material
	Page 8, Paragraph 22	Contains material non-public information designated by the CRB as Protected Material
	Page 9, Paragraph 23	Contains material non-public information designated by the CRB as Protected Material
	Page 11, Paragraph 29	Contains material non-public information designated by the CRB as Protected Material
	Page 11, Paragraph 30	Contains material non-public information designated by the CRB as Protected Material
	Page 13, Paragraph 35	Contains material non-public information designated by the CRB as Protected Material
	Page 18, Paragraph 50	Contains material non-public information designated by the CRB as Protected Material
	Page 22, Paragraph 66	Contains material non-public information designated by the CRB as Protected Material
	Page 39, Paragraph 130	Contains material non-public information designated by the CRB as Protected Material
	Page 41, Paragraph 135	Contains material non-public information designated by the CRB as Protected Material
	Page 42, Paragraph 136	Contains material non-public information designated by the CRB as Protected Material
	Page 42, Paragraph 137	Contains material non-public information designated by the CRB as Protected Material
	Page 42, Paragraph 138	Contains material non-public information designated by the CRB as Protected Material
	Page 43, Paragraph 138	Contains material non-public information designated by the CRB as Protected Material
Page 43, Paragraph 139	Contains material non-public information designated by the CRB as Protected Material	
Page 51, Paragraph 162	Contains material non-public information designated by the CRB as Protected Material	

SoundExchange's Proposed Findings of Fact (continued)	Page 54, Paragraph 169	Contains material non-public information designated by the CRB as Protected Material
	Page 55, Paragraph 169	Contains material non-public information designated by the CRB as Protected Material
	Page 55, Footnote 5	Contains material non-public information designated by the CRB as Protected Material
	Page 61, Paragraph 185	Contains material non-public information designated by the CRB as Protected Material
	Page 62, Paragraph 185	Contains material non-public information designated by the CRB as Protected Material
	Page 71, Paragraph 212	Contains material non-public information designated by the CRB as Protected Material
	Page 73, Footnote 9	Contains material non-public information designated by the CRB as Protected Material
	Page 74, Footnote 9	Contains material non-public information designated by the CRB as Protected Material
	Page 74, Footnote 10	Contains material non-public information designated by the CRB as Protected Material
	Page 75, Paragraph 225	Contains material non-public information designated by the CRB as Protected Material
	Page 75, Paragraph 227	Contains material non-public information designated by the CRB as Protected Material
	Page 75, Paragraph 228	Contains material non-public information designated by the CRB as Protected Material
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	Page 76, Paragraph 230	Contains material non-public information designated by the CRB as Protected Material
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Page 79, Paragraph 238	Contains material non-public information designated by the CRB as Protected Material	

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	Page 86, Paragraph 248	Contains material non-public information designated by the CRB as Protected Material
	Page 86, Footnote 15	Contains material non-public information designated by the CRB as Protected Material
	Page 86, Footnote 16	Contains material non-public information designated by the CRB as Protected Material
	Page 87, Paragraph 248	Contains material non-public information designated by the CRB as Protected Material
	Page 86, Footnote 17	Contains material non-public information designated by the CRB as Protected Material
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SoundExchange's Proposed Findings of Fact (continued)	Page 115, Paragraph 322	Contains material non-public information designated by the CRB as Protected Material
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