

EXHIBIT A

**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)

**SOUNDEXCHANGE’S FIRST SET OF REQUESTS FOR
PRODUCTION OF DOCUMENTS TO SIRIUS XM RADIO, INC.**

SoundExchange, Inc. serves this First Set of Requests for Production of Documents on Sirius XM Radio, Inc. These Requests are continuing in nature and may require supplementation.

DEFINITIONS AND INSTRUCTIONS

1. The present tense shall be construed to include the past and future tenses and the past and future tenses shall be construed to include the present tense as required by the context to elicit all information discoverable within the broadest scope of these document requests.

2. The singular shall be construed to include the plural and the plural shall be construed to include the singular as required by the context to elicit all information discoverable within the broadest scope of these document requests.

3. “And” and “or” have both conjunctive and disjunctive meanings as required by the context to elicit all information discoverable within the broadest scope of these document requests.

4. “Any” and “all” shall mean “each and every.”

5. The term “documents” shall be construed broadly, consistent with the Federal Rules of Civil Procedure, and includes but is not limited to every writing, recording, photograph, summary, spreadsheet or record in any form, whether handwritten, printed, typed, taped, electronic or in any other graphic, digital, magnetic, optical, or mechanical form, however produced, reproduced, or recorded and includes electronic documents (such as electronic mail messages and all attachments to mail messages).

6. The term “communication” means the transmittal of information by any means and includes communication of any kind, whether written, oral, electronic, or other.

7. The term “including” is illustrative and not limitative and shall be construed to elicit all information discoverable within the broadest scope of these document requests.

8. The terms “reflecting,” “referring,” “concerning,” “relating to,” “related to” and “showing” includes: addressing, pertaining to, referring to, concerning, comprising, identifying, stating, consisting of, evidencing, alluding to, responding to, connected with, discussing, showing, describing, reflecting, analyzing, constituting, setting forth, in respect of, incorporating, mentioning, embodying, containing, studying, reporting on, commenting on, considering, recommending, constituting in any way, or having any logical or factual connection with the subject matter.

9. “Sirius XM” refers to Sirius XM Radio, Inc., its corporate affiliates, parents, subsidiaries, business units, divisions, predecessors, and predecessors of its corporate affiliates, parents, subsidiaries, business units and divisions, and their representatives, officers, agents, servants, counsel, employees, consultants, and any person authorized to act, acting, or purporting to act on their behalf. In particular, “Sirius XM” refers to the persons who will be submitting

witness statements as part of the Written Direct Statement of Sirius XM in this proceeding, including the entities they represent.

10. “You” and “your” refer to Sirius XM as defined above and/or the witnesses and experts submitting testimony in this proceeding as part of the written direct case of Sirius XM.

11. “Direct Licenses” refers to agreements Sirius XM has obtained directly from copyright owners, record companies, or artists or composers granting the rights that Sirius XM needs to perform and reproduce sound recordings on its various services.

12. “OEM” refers to Original Equipment Manufacturer, and includes but is not limited to all automobile manufacturers and retailers.

13. Please provide separate and sequential written responses to all of the following document requests, and repeat each request and the number of each request with each response. Please group documents in order based on their request number. If you object to any request, identify the number of the request to which you object, state the basis for your objection in sufficient detail so as to permit the adjudication of the validity of the objection, and produce any documents responsive to the portion of the request that you do not find objectionable.

14. Documents sought in these requests include documents currently or previously within your knowledge, possession, or control, as well as those documents which come into your possession subsequent to service thereof, including without limitation documents that are in the possession, custody, or control of Sirius XM’s attorneys, agents, employees, representatives, or any other persons or entities directly or indirectly employed by or connected with Sirius XM. Each of the following document requests is continuing in nature and SoundExchange hereby requests that if you obtain any additional responsive documents at any later date, you promptly so inform SoundExchange and produce those documents.

15. When any requests calls for the production of any portion of any document, the entire document containing any such portion must be produced.

16. Unless otherwise indicated in a particular request, the requests below cover the following time periods:

- a) Requests 1 through 13 cover the time period from January 1, 2011 through 2022 unless otherwise indicated; and
- b) Requests 14 through 46 cover the time period from January 1, 2013 through 2022, unless otherwise indicated.

Documents created outside of the relevant time period but that reference or relate to the relevant time period are responsive.

17. Please produce all written responses and objections for delivery no later than July 12, 2016, and produce all responsive documents for delivery no later than July 20, 2016. Please deliver one set of all responsive documents, response and objections to Jenner & Block LLP at the address below:

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18. Documents offered in response to these requests must be furnished in as organized and usable form as possible. Specifically, hard copy paper documents shall be scanned as single-page, Group IV compression TIFF images of at least 300 dots per inch (DPI), and each image shall have a unique file name, which is the Bates/control number of the document. Electronic documents shall also be produced in single-page TIFF format, with the exception of spreadsheets, databases, and audio or video files, which shall be produced in their native format with a Bates-labeled placeholder TIFF image.

19. To the extent documents responsive to a request were produced as initial disclosures, you do not need to produce them in response to a request if you identify them by Bates number in your written response to the request.

DOCUMENT REQUESTS

1. All Direct Licenses executed by Sirius XM, including all renewal agreements, amendments, extensions, and side agreements.
2. All documents constituting or discussing communications with sound recording copyright owners, record companies, artists or composers concerning Direct Licenses or potential Direct Licenses, including all documents constituting, reflecting, or referring to the negotiations of the Direct Licenses and drafts of such Direct Licenses, whether or not a Direct License was ultimately executed.
3. A list of all of the copyright owners, record companies, artists or composers contacted, either in writing or otherwise, about Direct Licenses or potential Direct Licenses.
4. A list of all of the copyright owners, record companies, artists or composers that have signed Direct Licenses.
5. All reports, memoranda, communications, presentations, or other documents discussing, analyzing or tracking the status of Sirius XM's Direct License activities.
6. Documents sufficient to show the share of total plays on Sirius XM's SDARS service represented by the catalogues of direct-licensed copyright owners, record companies, artists or composers, including any play share analysis.
7. For each copyright owner, record company, artist or composer that entered into a Direct License, information sufficient to show on a monthly basis the number of times its recordings were played on the SDARS service in the two years before the Direct License and in the time since the Direct License was executed.
8. All documents referring or relating to any policy or practice of performing recordings covered by Direct Licenses more frequently than other recordings or more frequently than those sound recordings would otherwise have been performed, and any preference given to direct-licensed sound recordings, including documents referring or relating to the implementation of any such policy or practice and including documents referring or relating to whether and how Sirius XM informs its programmers to increase or alter the number of plays of recordings covered by Direct Licenses.
9. All documents sufficient to show any tracking by programmers or others of plays of direct-licensed sound recordings, or whether and how Sirius XM tracks or monitors the degree to which its programmers are using direct-licensed sound recording.

10. For each copyright owner, record company, artist or composer that has accepted a Direct License, all documents constituting reports provided to the licensor by Sirius XM pursuant to the terms of the Direct License, including but not limited to reports of use, statements of account, and payment histories.
11. All documents referring or relating to Sirius XM's plans and strategies for direct licensing of sound recordings, or analyzing the economics of actual or potential direct licenses or of the strategy of entering into direct licenses more broadly.
12. All documents referring or relating to the impact or effect of playing direct-licensed sound recordings, and increases or decreases thereof, on subscriber levels, churn rates, listening levels, and subscriber satisfaction.
13. All documents referring or relating to whether the sound recordings of a copyright owner, record company, artist or composer are "over-indexed" on Sirius XM's webcasting service as compared to its SDARS service. For purposes of this request, "over-indexed" means that the sound recording royalties as calculated by Sirius XM pursuant to its Direct License agreements, based on the number of performances (*i.e.*, number of plays times the number of listeners for each play) on Sirius XM's webcasting service, are or may be higher than the sound recording royalties for the same licensor calculated pursuant to the methodology based on the number of plays on the SDARS service.
14. All OEM agreements currently in effect.
15. All content agreements currently in effect entered into by Sirius XM for sports, talk, news, and all other non-music content.
16. Documents sufficient to show the amount of money or other compensation that Sirius XM has expended or is expending for non-music content, separately for each content provider and in the aggregate.
17. All documents constituting, reflecting or referring to the negotiation of Howard Stern's most recent contract renewal.
18. All agreements with Performing Rights Organizations ("PROs") currently in effect, and all agreements with other entities for the licensing of musical works currently in effect, and documents sufficient to show Sirius XM's payments to the PROs and other such entities on an annual basis since January 1, 2013.
19. All agreements for the licensing, or otherwise authorizing the performance of, pre-1972 sound recordings since January 1, 2013.
20. All agreements with copyright owners, record companies, artists or composers for recording sessions, creation of exclusive content, appearances on Sirius XM, channels dedicated a particular artist, composer or record company, and similar agreements since January 1, 2015.

21. All audited and unaudited financial statements, at every level of specificity at which they are created or maintained, including but not limited to income statements, balance sheets, projections, profit and loss statements, budgets, and cash flow statements, together with all supporting schedules, analyses and other materials related to, or used to support such statements.
22. Documents sufficient to show Sirius XM's total annual expenses, each source or category of expense incurred by Sirius XM and the amount of each such source or category of expense, including but not limited to expenses from the following categories: (a) royalties for musical compositions; (b) royalties for sound recordings subject to the statutory license at issue in this proceeding; (c) royalties for sound recordings covered by Direct Licenses; (d) royalties for sound recordings subject to other statutory licenses; (e) marketing costs; (f) costs associated with promoting artists and sound recordings; (g) expenses related to music content programming; (h) expenses related to non-music content programming; (i) expenses related to equipment development and manufacturing; (j) expenses related to Sirius XM's satellites and repeater network; (k) bandwidth for internet transmissions; (l) incentives to OEMs; (m) overhead, including, without limitation, salaries, health insurance, telephone, internet, facilities, etc.; (n) capital expenditures; and (o) all other significant expenses, identified individually, to the extent not otherwise produced in response to this request.
23. Documents sufficient to show Sirius XM's total annual revenues, each source or category of revenue generated by Sirius XM and the amounts of such source or category of revenue, including but not limited to revenue from the following categories: (a) subscriptions (broken down by subscription package); (b) the U.S. Music Royalty Fee; (c) customer activation fees; (d) advertising; (e) CD sales; (f) receiver and other related equipment sales; (g) automotive partnerships; (h) rental car companies; (i) airline companies; (j) any other third party licensed to transmit Sirius XM's programming; (k) sales of portable radios and similar devices; (l) data services; (m) royalties and other revenue; (n) all other significant revenue, identified individually, to the extent not otherwise produced in response to this request.
24. All short-term and long-term financial projections, forecasts, budgets or analyses, reflecting the projected future financial condition, profits, losses, costs, revenues, subscribers and other measures of Sirius XM's performance up to and including the year 2022, including but not limited to projections or other forecasts concerning revenues, broken down by category or source of revenue and year, and costs, broken down by category of cost and year.
25. Documents sufficient to show Sirius XM's estimation of its variable costs of providing its SDARS service from 2013 through the present, as well as any projections of future variable costs of providing the SDARS service through 2022.
26. All business plans and documents related to strategies and strategic planning for Sirius XM's SDARS service.

27. All documents or presentations provided or presented to potential or actual investors, financial or investment analysts, potential or actual lenders, members of the Board of Directors, or any others concerning the projected costs, revenues, profits, losses, financial condition, subscribers, business plans and strategies of Sirius XM or the satellite radio industry, including but not limited to the royalty rate for the performance of sound recordings, Sirius XM's Direct License initiative and the U.S. Music Royalty Fee, as well as materials used in preparation for such documents or presentations, and documents used to prepare for calls or meetings with any such individuals.
28. All documents reflecting Sirius XM's customer churn rates, including without limitation documents reflecting Sirius XM's analysis of the impact or potential impact of actual or potential changes in its subscription prices or the Music Royalty Fee on subscriber levels or churn rates.
29. All documents related to Sirius XM's strategies, projections, plans, and income from the U.S. Music Royalty Fee, including but not limited to all documents, plans, studies, projections, communications, or analyses about past implementation and changes to the U.S. Music Royalty Fee and any actual or potential future changes, the number of subscribers currently assessed the U.S. Music Royalty Fee, the method of computing or calculating the U.S. Music Royalty Fee to be assessed, and the amount of monthly revenue collected through application of the U.S. Music Royalty Fee.
30. Documents sufficient to show the number of subscribers to each type of subscription and subscription package, including any and all mostly non-music packages, and individual month-to-month subscriptions, business establishment subscriptions, family plan subscriptions, annual subscriptions, lifetime subscriptions, and any other subscription type, and the monthly pricing basis and amount of revenue from each type of subscription and subscription package on an annual basis.
31. Documents sufficient to show Sirius XM's current and projected satellite, network and other capital expenses, depreciation, and plans for financing or paying for such expenses through 2022.
32. Documents sufficient to show Sirius XM's planned satellite launch schedules through 2022, satellite insurance costs, and documents related to any plans to or consideration of self-insuring.
33. All analyst reports and transcripts of earning calls related to Sirius XM.
34. Documents sufficient to show Sirius XM's level of indebtedness and debt maturities through 2022.
35. All documents related to any stock buy-backs or planned stock buy-backs, including the number of shares purchased and the timing and price of purchases.
36. Documents sufficient to show Sirius XM's hosting and bandwidth costs for its webcasting service.

37. All documents related to the results of surveys of Sirius XM's subscribers and/or other consumers, including but not limited to surveys related to the reasons that people subscribe or listen to Sirius XM, the reasons they have discontinued their subscriptions, subscribers' favorite channels or types of programming and/or the channels or types of programming they listen to most, the amount of time that subscribers listen to Sirius XM's service or particular channels or channel types, the willingness of Sirius XM's subscribers or potential subscribers to pay current or increased subscription rates and the US Music Royalty Fee, the value of music content to Sirius XM's subscribers and potential subscribers, and the extent, if any, to which subscribing to Sirius XM has increased or decreased a subscriber's purchases of recorded music or use of music streaming services.
38. Documents related to analysis of Sirius XM's pricing, including but not limited to any analyses of the elasticity of demand for Sirius XM's SDARS service, and including Sirius XM's ability to raise prices in the upcoming rate period and the potential impact of any such increase.
39. Documents related to any plans or potential plans to increase or reduce Sirius XM's subscription prices.
40. Documents sufficient to show Sirius XM's computations or calculations of its monthly "Gross Revenues" as defined in 37 CFR § 382.11 and royalty payments as specified in 37 CFR §§ 382.12 & .13, including documents sufficient to show the amounts excluded from Gross Revenue or royalty payments under the regulations, and the basis for each exclusion.
41. Documents sufficient to show any impact that wifi-connected cars have had, or are projected to have, on Sirius XM's SDARS service, including without limitation any analyses or projections of the number of wifi-connected cars existing currently or projected to exist through 2022.
42. Documents constituting or relating to any strategic or business plans for addressing competition between Sirius XM's SDARS service and content providers whose services are or will become available in wifi-connected cars.
43. Documents discussing or analyzing any current or anticipated future competitors with Sirius XM's SDARS service, including the identities of such competitors by name or type of service, the nature of the competitive services offered or anticipated, and the market characteristics for each existing or anticipated competitor, including without limitation the service offerings, target markets, cost structures, price levels, and demand elasticities for such competitors.
44. Documents related to any purported promotional or substitutional value or effect of Sirius XM's SDARS service on the sale, streaming or licensing of sound recordings, including documents quantifying any such promotional or substitutional value or effect.

CERTIFICATE OF SERVICE

I, Devi M. Rao, do hereby certify that, on the 21st day of June, 2016, copies of the foregoing motion were sent via electronic mail and First Class Mail to all parties at the email addresses listed below:

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Counsel for SiriusXM Radio, Inc.

Dated: June 21, 2016

/s/ Devi M. Rao _____
Devi M. Rao