

EXHIBIT G

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
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)

**AFM’S RESPONSES AND OBJECTIONS TO THE FIRST SET OF REQUESTS FOR
PRODUCTION OF DOCUMENTS TO THE AMERICAN FEDERATION OF
MUSICIANS OF THE UNITED STATES AND CANADA FROM SIRIUS XM, MUSIC
CHOICE, AND MUZAK**

The American Federation of Musicians of the United States and Canada (“AFM”), by its attorneys, hereby responds and objects to the First Set of Requests for Production of Documents to AFM from Sirius XM, Music Choice, and Muzak (the “Requests”).

GENERAL OBJECTIONS

1. AFM objects to the Requests, including all Definitions and Instructions, to the extent they purport to impose upon AFM requirements that exceed or are inconsistent with 17 U.S.C. § 803(b), 37 C.F.R. § 351.5, or any other applicable rule or order governing this proceeding, including applicable prior precedent.

2. AFM objects to the Requests, including all Definitions and Instructions, as premature to the extent that they purport to impose a duty on AFM to produce documents. While AFM is willing to make certain voluntary disclosures of information before it submits its written direct case, Congress contemplated that discovery in CRB royalty rate proceedings would commence after submission of the Participants’ written direct statements and according to a schedule issued after the Copyright Royalty Judges considered the views of Participants in the proceeding. 17

U.S.C. § 803(b)(6)(C)(i), (ii). The CRB regulations likewise contemplate that a discovery schedule will issue after the Participants submit written direct statements and after the Copyright Royalty Judges have conferred with the participants. 37 C.F.R. § 351.5(a). Any documents that AFM agrees to produce prior to the submission of its written direct statement will be produced on a voluntary basis. AFM reserves its rights to challenge the CRB's authority to require discovery prior to the submission of written direct statements.

3. AFM objects to the Requests, including all Definitions and Instructions, as premature because the parties have not yet submitted written direct statements. The Requests therefore seek documents that necessarily are not "directly related" to AFM's written direct statement. *See* 17 U.S.C. § 803(b)(6)(C)(v), 37 C.F.R. § 351.5(b).

4. AFM objects to the Requests, including all Definitions and Instructions, to the extent they are ambiguous, duplicative, and/or vague.

5. AFM objects to the Requests, including all Definitions and Instructions, to the extent they are oppressive, harassing, overbroad, and/or unduly burdensome, and to the extent they would require AFM to spend an unreasonable amount of time, effort, and resources in order to respond.

6. AFM objects to the Requests, including all Definitions and Instructions, to the extent they call for information that is already in the possession of the parties propounding these Requests or call for information that is publicly available and readily accessible. Such Requests are overbroad, unduly burdensome, oppressive, and harassing, and would needlessly increase the cost of this proceeding.

7. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek information or documents protected from discovery under any statute, regulation, agreement, protective order or privilege, including, but not limited to, the attorney-client

privilege and work-product immunity doctrine. Any inadvertent disclosure of such information shall not be deemed a waiver of the attorney-client privilege, the attorney work-product immunity doctrine, and any other applicable privilege or doctrine.

8. AFM objects to the Requests, including all Definitions and Instructions, to the extent any Request contains factually inaccurate information or statements, is argumentative, is predicated on erroneous assumptions or states legal conclusions. A statement herein that AFM will produce documents responsive to a Request does not indicate and should not be construed as meaning that AFM agrees, admits, or otherwise acknowledges the characterization of fact or law or the factual expressions or assumptions contained in the Request, that the scope of the Request is consistent with the discovery permitted in this proceeding, or that the documents are relevant and admissible.

9. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek to impose obligations on any member of AFM that is not a participant in this proceeding. Its members' documents are not in AFM's possession, custody or control.

10. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek documents that are not in the possession, custody, or control of AFM, including documents from other parties or members of AFM.

11. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek documents from other proceedings. Such requests are overbroad, harassing, and unduly burdensome. AFM further objects to such requests to the extent they violate or are inconsistent with any statute, rule, order, or other authority governing the other proceeding, including applicable protective orders and prior precedent.

12. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek “all documents” of a certain nature, as vague, ambiguous, overbroad, and unduly burdensome.

13. AFM objects to the Requests, including all Definitions and Instructions, as overbroad, unduly burdensome, oppressive, and harassing, to the extent they seek the production of draft documents, which may be numerous and irrelevant to resolution of the issues in this proceeding.

14. AFM objects to the Requests, including all Definitions and Instructions, to the extent they seek documents that do not exist or are not maintained in the ordinary course of business. AFM further objects to the Requests, including all Definitions and Instructions, to the extent they seek to require the creation of documents or the compilation of documents in a manner different from the manner in which they are maintained in the ordinary course of business.

15. By agreeing to search for and produce documents responsive to any particular Request, AFM does not represent that such documents exist or that they are in the possession, custody or control of AFM, or that all documents responsive to the Request fall within the permissible scope of discovery or will be produced.

16. AFM reserves any and all objections to the use or admissibility in any proceeding of any information, material, documents, or communications identified, produced or disclosed in response to the Requests.

17. AFM objects to the requested date of production as unduly burdensome, and providing insufficient time for AFM to locate responsive documents. AFM will produce documents as set forth below and after conducting a reasonable search.

18. The responses and objections contained herein are made to the best of AFM’s present knowledge, belief, and information, and are based on a reasonable, diligent, and ongoing search.

AFM reserves the right to amend or supplement its objections and responses based on, among other reasons, its continuing investigation of this matter, further review, or later acquisition of responsive information.

OBJECTIONS TO DEFINITIONS

1. AFM objects to the definition of “AFM,” “you” and “your” in Definition No. 1 as overbroad, unduly burdensome, oppressive, harassing, and beyond the scope of permissible discovery in this proceeding, to the extent it purports to impose an obligation to collect documents from an unreasonably wide array of people and entities, including board members, committee members, and anyone acting on AFM’s behalf. AFM objects to the Definition as overbroad, unduly burdensome, oppressive, harassing and beyond the scope of permissible discovery in this proceeding, to the extent it seeks to impose an obligation on any member of AFM that is not a participant in this proceeding. AFM also objects to the Definition to the extent it seeks to impose an obligation to produce documents not in AFM’s possession, custody or control and objects to the term “affiliated companies” as vague and ambiguous.

2. AFM objects to the definition of “Digital Music Service” in Definition No. 2 to the extent it purports to define the relevant universe of services as broadly as possible without limitation to issues that are relevant to this proceeding. To the extent the Requests purport to impose an obligation to produce documents related to the overbroad array of services described in the definition, including documents for services operating outside of the United States, AFM objects to the definition as irrelevant, overbroad, unduly burdensome, oppressive, harassing, and not reasonably limited to the issues in this proceeding.

3. AFM objects to the definition of “Document” and “documents” in Definition No. 3 to the extent it purports to impose obligations beyond the scope of the applicable statute and

regulations governing discovery in this proceeding, including 17 U.S.C. § 803(b), 37 C.F.R. § 351.5, and any other applicable rule or order governing this proceeding, and to the extent it suggests that the Federal Rules of Civil Procedure govern discovery in this proceeding.

4. AFM objects to the definition of “SoundExchange,” in Definition No. 8 as overbroad, unduly burdensome, oppressive, harassing, and beyond the scope of permissible discovery in this proceeding, to the extent it purports to impose an obligation to collect documents related to an unreasonably wide array of people and entities, including board members, committee members and anyone acting on SoundExchange’s behalf. AFM objects to the capitalized but undefined term “SoundExchange Witnesses” as vague and ambiguous; to the extent the term refers to witnesses who may submit written direct testimony on behalf of SoundExchange, AFM objects to the extent that such witnesses have not yet been identified. AFM also objects to the extent the Definition purports to impose an obligation to produce documents not in AFM’s possession, custody or control. AFM objects to the term “affiliated companies” as vague and ambiguous. To the extent that term seeks to impose an obligation to produce documents related to the thousands of record companies to whom SoundExchange distributes royalty payments, it is overbroad, unduly burdensome, oppressive, harassing, and beyond the scope of permissible discovery in this proceeding.

OBJECTIONS TO INSTRUCTIONS

1. AFM objects to the Instructions to the extent they seek to impose obligations that are inconsistent with or not supported by the governing statute or regulations.

2. AFM objects to Instruction No. 1 to the extent it is inconsistent with the requirements imposed by statute, regulations and the Court's "Notice of Participants, Commencement of Voluntary Negotiation Period, and Case Scheduling Order."

3. AFM objects to Instruction No. 2 as overbroad, unduly burdensome, harassing, oppressive, exceedingly vague and beyond the scope of permissible discovery in this proceeding, to the extent that it seeks to impose an obligation to collect documents from an unreasonably wide array of people and entities, including "AFM's attorneys, agents, employees, representatives, or any other persons or entities directly or indirectly employed by or connected with AFM." There are numerous people and entities who might fit this description and the request to produce documents in the possession of any of them is egregiously overbroad.

4. AFM objects to Instruction No. 4's request for a privilege log, which purports to impose upon AFM requirements that exceed 17 U.S.C. § 803(b), 37 C.F.R. § 351.5, and any other applicable rule or order governing this proceeding. The governing statute and regulations do not provide for the exchange of privilege logs, and providing privilege logs would be extremely burdensome given the limited time for discovery in this proceeding. AFM will not produce a privilege log in connection with its production of documents.

5. AFM objects to Instruction No. 6 to the extent it seeks to impose an obligation to interpret language that is ambiguous.

6. AFM objects to Instruction No. 8 to the extent it seeks documents from time periods the Services themselves have deemed not reasonably related to the matters in this proceeding (i.e., time periods prior to January 1, 2013). Unless otherwise indicated in response to a specific Request, AFM will produce documents for the time period January 1, 2013 through the present.

RESPONSES AND OBJECTIONS TO DOCUMENT REQUESTS

Subject to and without waiving the foregoing objections, AFM sets forth below specific responses and objections to the Requests.

Document Request No. 1. All press releases, newsletters, member communications and other general publications distributed by AFM concerning this rate proceeding, statutory licenses, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and to the extent such a request will yield cumulative information and information that is trivial. AFM objects to the request to the extent it seeks information that may be difficult to locate. AFM objects to the request as vague and ambiguous. AFM objects to the request as overbroad, unduly burdensome, oppressive and harassing, to the extent it calls for information that is publicly available and readily accessible.

AFM further objects to the request for all documents concerning statutory licenses, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services as vastly overbroad, unduly burdensome, oppressive, vague and not reasonably limited to issues in this proceeding. Without waiver of and subject to AFM’s general and specific objections, AFM will produce responsive documents relating to this rate proceeding that can be located after a reasonable and diligent search.

Document Request No. 2. All public statements, remarks, testimony, speeches, including but not limited to Congressional testimony, declarations, affidavits, articles, tweets, or blog postings, made by or given by AFM or any officer, employee, or representative of AFM concerning this rate proceeding, statutory licenses, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and to the extent such a request will yield cumulative information

and information that is trivial. AFM objects to the request to the extent it seeks information that may be difficult to locate. AFM objects to the request as vague and ambiguous.

AFM further objects to the request for all documents concerning statutory licenses, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services as vastly overbroad, unduly burdensome, oppressive, vague and not reasonably limited to issues in this proceeding. If the Services propose a reasonable limitation on this request, AFM will consider it.

Document Request No. 3. All documents provided to (or prepared in anticipation of providing them to) the Securities and Exchange Commission, Congress, the Copyright Office, the Department of Justice or any other governmental agency concerning this rate proceeding, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and to the extent such a request will yield cumulative information.

AFM objects to the request to the extent it seeks information that may be difficult to locate.

AFM objects to the request as vague and ambiguous.

AFM further objects to the request for all documents concerning statutory licenses, the recorded music industry, sound recording royalties, copyright reform and/or legislation, record companies, and/or digital music services as vastly overbroad, unduly burdensome, oppressive, vague and not reasonably limited to issues in this proceeding. If the Services propose a reasonable limitation on this request, AFM will consider it.

Document Request No. 4. For any Digital Music Service offering interactive or non-interactive digital music streaming (audio or video), or any other transmission that does not result in the creation of a permanent digital download, or for services in any other category of service that you and/or SoundExchange intend to present as a benchmark in this proceeding, all analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the market characteristics for each service, including without limitation all documents discussing, analyzing, or evidencing:

- a. the consumer demand, price at every level a price is charged, demand or price elasticities, and other characteristics;
- b. consumer usage;
- c. the existence or nonexistence of a substitutional or promotional effect by any Digital Music Service on other Digital Music Services, terrestrial radio, sales of physical copies of sound recordings (e.g., CDs), sales of digital downloads, or for any other distribution channels for sound recordings;
- d. whether any Service or digital music services generally promote or otherwise increase the sale, distribution, or other licensed uses of sound recordings; and
- e. comparisons of any Service with satellite radio or any other Digital Music Service.

RESPONSE: AFM objects to this request as overbroad, unduly burdensome, oppressive, and harassing, to the extent it requests information that the AFM does not maintain in the ordinary course of its business.

AFM also objects to the request for this information as premature. The parties have not yet submitted their written direct statements or identified the agreements that will form the basis of benchmarks in this proceeding.

Without waiver of and subject to AFM's general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 5. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning:

- a. the promotional value and/or substitutional effect of Sirius XM or any PSS on sales, subscriptions to other Digital Music Services, or other sources of revenue;
- b. any substitution between Digital Music Services (including Sirius XM or any PSS) and sales, subscriptions, and radio;
- c. the existence or nonexistence of a substitutional or promotional effect by any Digital Music Service or terrestrial radio on other sources of revenue.

- d. the relative elasticities of demand across different Digital Music Services at both the licensing and consumer sales/use level;
- e. customer preferences related to lean-back or lean-forward experiences or services;
- f. listening of on-demand service users to non-on-demand service features and modes of listening (e.g., non-interactive listening features, playlists);
- g. any purported shift from music ownership to access; and
- h. listening of subscribers to Sirius XM or any PSS.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome, oppressive and harassing, to the extent it requests information that is not maintained in the ordinary course of the AFM’s business. AFM objects to the request as vague and ambiguous. Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 6. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the ability of any Digital Music Service to “steer” plays toward or away from particular Record Companies, or to steer listening more generally.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome, oppressive and harassing, to the extent it requests information that is not maintained in the ordinary course of the AFM’s business. AFM further objects to the request for documents concerning record companies, because AFM does not represent record companies. Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 7. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the effect of YouTube or any other

Interactive Streaming Service offering access to audiovisual recordings (e.g., VEVO, Vimeo) on record companies revenues or business.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive. AFM objects to this request as vague and ambiguous. AFM further objects to the request for documents concerning record companies, because AFM does not represent record companies. Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 8. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the reasons that consumers purchase or do not purchase recorded music products or services, including survey results, reports, studies, analyses, communications and other documents addressing consumers’ preferences, interests or desires regarding such products or services or the pricing thereof.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous. AFM objects to this request to the extent it requests information not maintained in the ordinary course of the AFM’s business. Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 9. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents related to measuring or attempting to measure the use by consumers of recorded music products or services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome, oppressive and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous. AFM objects to this request to the extent it requests information not maintained in the ordinary course of the AFM’s business. Without

waiver of and subject to AFM's general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 10. All forecasts, studies, projections and analyses of wholesale or retail pricing of recorded music products or services, including but not limited to any documents relating to the effect of royalty rates on the pricing of recorded music products or services.

RESPONSE: AFM objects to the request for "all" responsive documents as overbroad, unduly burdensome, oppressive and not reasonably limited to the issues in this proceeding. AFM objects to this request to the extent it requests information not maintained in the ordinary course of the AFM's business. Without waiver of and subject to AFM's general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 11. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the extent to which the pricing of any recorded music product or service is constrained, or will in the future be constrained, by the pricing of any other recorded music product or service, or by piracy.

RESPONSE: AFM objects to the request for "all" responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM further objects to the request as vague and ambiguous. AFM objects to this request to the extent it requests information not maintained in the ordinary course of the AFM's business. Without waiver of and subject to AFM's general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 12. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents comparing, evaluating, or differentiating any Digital Music Services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous.

AFM further objects to this request to the extent it requests information not maintained in the ordinary course of the AFM’s business. Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 13. All documents relating to the digital music strategy of AFM, including all documents concerning the development, goals, and implementation of this strategy, and the effects of this strategy on licensing or withholding of licenses, royalty rates, costs and revenues.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request for all documents related to “digital music strategy,” its implementation, and its effects as vastly overbroad, ambiguous, vague, and not reasonably limited to issues in this proceeding. AFM objects to the request as overbroad, unduly burdensome, oppressive and harassing, to the extent it requests information not maintained or centrally kept in the ordinary course of AFM’s business.

AFM objects to this Request to the extent it contains factually inaccurate information or statements, is argumentative, and/or is predicated on erroneous assumptions. AFM objects to the request to the extent it seeks information that is privileged or otherwise protected from disclosure. AFM further objects to the request for this information as premature, as the parties have not yet submitted their written direct statements. Documents concerning the subject matter of this request may be relevant once the parties have submitted their written direct statements. If AFM does submit such testimony, then the Services can seek documents “directly related” to

that testimony, to the extent AFM has any such documents, after the testimony has been submitted. Until that time, AFM does not agree to produce documents responsive to this request, if it has any.

Document Request No. 14. All forecasts, studies, projections and analyses of sales of recorded music products or services of any kind or subscriptions to digital music services over all or any part of the period 2017-2022.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to this request to the extent it requests information not maintained in the ordinary course of the AFM’s business. AFM further objects to this request as vague and ambiguous. If the Services propose a reasonable limitation on this request, AFM will consider it.

Document Request No. 15. All forecasts, studies, projections and analyses of market conditions affecting the operations or financial condition of songwriters, publishers, performing artists, record companies, or digital music services over all or any part of the period 2017-2022.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome, oppressive and not reasonably limited to the issues in this proceeding. AFM further objects to the request as vague and ambiguous.

Without waiver of and subject to AFM’s general and specific objections, AFM has conducted a reasonable and diligent search and determined it does not possess any documents responsive to this request.

Document Request No. 16. All analyses, memoranda, presentation decks, studies, surveys, research findings, or other similar documents concerning the relative roles of songwriters, publishers, performing artists, record companies or digital music services in recorded music products or services with respect to the creative contributions, technological contributions, capital investments, costs, risks, and contributions to the opening of new markets for creative expression and media for their communication.

RESPONSE: AFM objects to the request for “all” responsive analyses as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM

objects to the request as vague and ambiguous, and not reasonably related to issues in this proceeding.

AFM further objects to the request as premature. The request appears to seek information ostensibly related to the Section 801(b) factors. The parties have not yet submitted their written direct statements, and whether AFM will submit witness testimony related to the Section 801(b) factors is undetermined at this time. If AFM does submit such testimony, then the Services can seek documents “directly related” to that testimony after the testimony has been submitted. Until that time, AFM does not agree to produce the requested information.

Document Request No. 17. All documents that quantify the creative contributions, technological contributions, capital investments, costs, risks, and contributions to the opening of new markets for creative expression and media for their communication by songwriters, publishers, performing artists, record companies or digital music services.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous, and not reasonably related to issues in this proceeding.

AFM further objects to this request as premature. The request appears to seek information ostensibly related to the Section 801(b) factors. The parties have not yet submitted their written direct statements, and whether AFM will submit witness testimony related to the Section 801(b) factors is undetermined at this time. If AFM does submit such testimony, then the Services can seek documents “directly related” to that testimony after the testimony has been submitted. Until that time, AFM does not agree to produce the requested information.

Document Request No. 18. All documents relating to any disruptive impact on songwriters, publishers, performing artists, record companies or digital music services, or on generally prevailing industry practices, that would result from an increase or decrease in the statutory royalty rate.

RESPONSE: AFM objects to the request for “all” responsive documents as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous, and not reasonably related to issues in this proceeding.

AFM further objects to this request as premature. The request appears to seek information ostensibly related to the Section 801(b) factors. The parties have not yet submitted their written direct statements, and whether AFM will submit witness testimony related to the Section 801(b) factors is undetermined at this time. If AFM does submit such testimony, then the Services can seek documents “directly related” to that testimony after the testimony has been submitted. Until that time, AFM does not agree to produce the requested information.

Document Request No. 19. All analyses, memoranda, abstracts, notes, working papers, articles (published or unpublished), studies, submissions, briefs, press releases, and/or speeches reflecting, referring to, discussing, or otherwise relating to satellite radio, differences amongst types of Digital Music Services, possible convergence between noninteractive and interactive services, the promotional or substitutional effect of Digital Music Services or terrestrial radio, the efforts of record companies to obtain play on satellite radio, benchmarking analysis of any type, cross-elasticity of demand between Digital Music Services and/or satellite or terrestrial radio, and the potential convergence of two music products or music markets into a single relevant market.

RESPONSE: AFM objects to the request for “all” responsive analyses as overbroad, unduly burdensome and oppressive, and not reasonably limited to the issues in this proceeding. AFM objects to the request as vague and ambiguous, and not reasonably related to issues in this proceeding.

AFM further objects to this request as premature. The request seeks information related to broad subject matters and whether AFM will submit witness testimony related to any of the subject matters is undetermined at this time. If AFM does submit such testimony, then the

Services can seek documents “directly related” to that testimony after the testimony has been submitted. Until that time, AFM does not agree to produce the requested information.

Document Request No. 20. Concerning the AFM & AFM Intellectual Property Rights Distribution Fund (the “AFM & SAG-AFTRA Fund”), documents sufficient to show, for each year since 2013: (a) amounts paid into the AFM & SAG-AFTRA Fund in each year from all sources, including SoundExchange; (b) the amounts paid into the AFM & SAG-AFTRA Fund by SoundExchange by category of service (SDARS, webcasters, etc.); (c) amounts distributed from the AFM & SAG-AFTRA Fund in total and by category (e.g., session musicians, vocalists, background singers, etc.); (d) amounts not distributed; (e) the number and percentage of fund recipients not found; (f) the number and percent of checks returned; (g) amounts returned to the AFM & SAG-AFTRA Fund because the recipient could not be found within three years; and (h) amounts paid to union musicians/vocalists versus non-union musicians/vocalists.

RESPONSE: AFM objects to this request as overbroad, unduly burdensome, oppressive, and harassing, to the extent it requests a large volume of very detailed information that may not be maintained in the ordinary course of business or that may be extremely burdensome to collect, review and produce. AFM objects to this request to the extent it seeks to require the creation of documents or the compilation of documents in a manner different from the manner in which they are maintained in the ordinary course of business. AFM objects to this Request to the extent it contains factually inaccurate information or statements, is argumentative, and/or is predicated on erroneous assumptions.

The AFM & SAG-AFTRA fund does not maintain records for each of the categories identified. Without waiver of and subject to AFM’s general and specific objections, AFM will produce responsive documents that can be located after a reasonable and diligent search. AFM’s response should not be construed as meaning that AFM agrees, admits, or otherwise acknowledges the factual expressions or assumptions contained in the Request.

Document Request No. 21. Documents sufficient to show how background musicians and singers are identified for performances by statutory licensees and how they are paid from the AFM & SAG-AFTRA Fund, including the number and percentage of performances for which (a) all background singers and musicians are identified; and (b) no background singers and musicians are identified.

RESPONSE: AFM objects to this request as overbroad, unduly burdensome, oppressive, and harassing, to the extent it requests a large volume of very detailed information that may not be maintained in the ordinary course of business or that may be extremely burdensome to collect, review and produce. AFM objects to this request to the extent it seeks to require the creation of documents or the compilation of documents in a manner different from the manner in which they are maintained in the ordinary course of business. AFM objects to this Request to the extent it contains factually inaccurate information or statements, is argumentative, and/or is predicated on erroneous assumptions.

Without waiver of and subject to AFM's general and specific objections, AFM will produce responsive documents that can be located after a reasonable and diligent search. AFM's response should not be construed as meaning that AFM agrees, admits, or otherwise acknowledges the factual expressions or assumptions contained in the Request.

Document Request No. 22. Concerning the Special Payments Fund ("SPF"), documents sufficient to show, for each year since 2013: (a) the amounts paid into the SPF in each year from all sources; (b) amounts distributed from the Fund in total and by category (e.g., session musicians, background singers, etc.); (c) amounts not distributed; and (d) amounts paid to union musicians/vocalists versus non-union musicians/vocalists.

RESPONSE: AFM objects to this request as overbroad, unduly burdensome, oppressive, and harassing, to the extent it requests a large volume of very detailed information that may not be maintained in the ordinary course of business or that may be extremely burdensome to collect, review and produce. AFM objects to this request to the extent it seeks to require the creation of documents or the compilation of documents in a manner different from the manner in which they are maintained in the ordinary course of business. AFM objects to this Request to the extent it contains factually inaccurate information or statements, is argumentative, and/or is predicated on erroneous assumptions.

Without waiver of and subject to AFM's general and specific objections, AFM will produce responsive documents that can be located after a reasonable and diligent search. AFM's response should not be construed as meaning that AFM agrees, admits, or otherwise acknowledges the factual expressions or assumptions contained in the Request.

Respectfully submitted,

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Dated: July 25, 2016

CERTIFICATE OF SERVICE

I, Alex Trepp, do hereby certify that, on the 25th day of July, 2016, copies of the foregoing were sent via electronic mail to all parties at the email addresses listed below. Hard copies will follow by first class mail.

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