

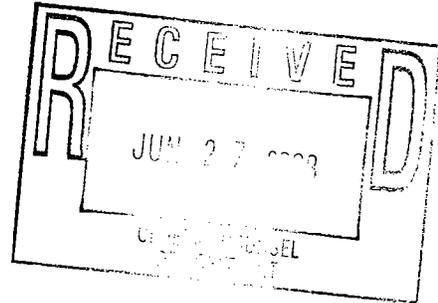
soundexchange

1121 FOURTEENTH STREET, NW, SUITE 700, WASHINGTON, DC 20005  
P: 202.640.5858 F: 202.640.5859  
WWW.SOUNDEXCHANGE.COM



June 4, 2008

Tanya M. Sandros  
General Counsel  
United States Copyright Office  
Library of Congress  
James Madison Memorial Building  
101 Independence Avenue, SE,  
Washington, D.C. 20559-6000



Re: Notices of Intent to Audit Certain Digital Audio Transmission Services Pursuant to the Statutory Licenses Set Forth in 17 U.S.C. §§ 112 and 114

Dear Tanya:

Thank you again for your call on Monday. As you requested, please find enclosed date-stamped copies of the following Notices, which were filed with the Copyright Office (as well as the Copyright Royalty Board) on the dates indicated:

- Notice of Intent to Audit Yahoo!, Inc. for CY 2005 – filed on October 29, 2007;
- Notice of Intent to Audit Real Networks, Inc. for CY 2005 – filed on November 28, 2007;
- Notice of Intent to Audit AOL LLC for CY 2005 – filed on February 29, 2008;
- Notice of Intent to Audit MTV Networks for CY 2005 – filed on February 29, 2008; and
- Notice of Intent to Audit Susquehanna Radio Corp. for CY 2005 – filed February 29, 2008; and
- Notice of Intent to Audit Last.fm, Ltd. for CY 2005, 2006 and 2007 – filed March 3, 2008.

I understand that these letters may have been misplaced or misdirected after they were delivered to the public information desk at the Copyright Office. As we discussed, we will plan to give you a call in the future to let you know when any such notices may be arriving, so that you may alert the public information desk. If there is anything else we can do, or if you have any other questions, please do not hesitate to give me a call.

Sincerely,

Colin Rushing  
Senior Counsel  
(202) 640-5869

Enclosures

soundexchange

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October 29, 2007

**BY HAND**

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

Re: Notice of Intent to Audit Yahoo!, Inc. for CY 2005

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services and new subscription services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to expand its audit of the licensee Yahoo!, Inc. and its affiliate Musicmatch, Inc. (collectively, "Yahoo!").

On December 23, 2005, SoundExchange filed with the Copyright Office a Notice of Intent to Audit Yahoo! for the years 2002, 2003, and 2004. SoundExchange is now in the process of having its auditor, Royalty Review Council, conduct on-site verifications of Yahoo!'s books and records for portions of the foregoing period. In order to minimize disruptions to Yahoo! and maximize the efficiency of the audit, Yahoo! has consented to SoundExchange's expanding the scope of its audit to cover the year 2005 provided SoundExchange files a Notice of Intent to Audit that year with the Board.

Therefore, SoundExchange is notifying the Board of its intent to expand its audit of Yahoo! to cover the year 2005 for both its subscription and nonsubscription transmissions.

The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon Yahoo!.

**RECEIVED**

**OCT 29 2007**

**COPYRIGHT OFFICE  
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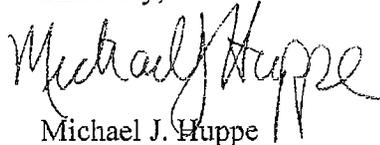
**OCT 29 2007**

**Copyright Royalty Board**

United States Copyright Office  
Library of Congress  
Office of the General Counsel  
October 29, 2007  
Page 2 of 2

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

Sincerely,

A handwritten signature in black ink that reads "Michael J. Huppe". The signature is written in a cursive style with a large, stylized "H".

Michael J. Huppe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Jeff Mickeal, Yahoo! (by Facsimile and FedEx)

soundexchange

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November 28, 2007

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NOV 28 2007

Copyright Royalty Board

**BY HAND**

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

Re: Notice of Intent to Audit RealNetworks, Inc. for CY 2005

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services and new subscription services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to expand its audit of the licensee RealNetworks, Inc. ("RealNetworks").

On December 23, 2005, SoundExchange filed with the Copyright Office a Notice of Intent to Audit RealNetworks for the years 2002, 2003, and 2004. SoundExchange is now in the process of having its auditor, Royalty Review Council, conduct on-site verifications of RealNetworks' books and records for portions of the foregoing period.

In order to minimize disruptions to RealNetworks and maximize the efficiency of the audit, SoundExchange is expanding the scope of its audit to cover the year 2005 and is hereby notifying the Board of its intent to do so for RealNetworks' subscription and nonsubscription transmissions.

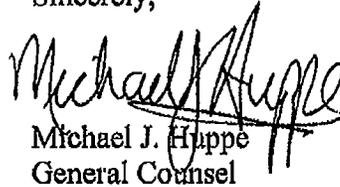
The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon RealNetworks.

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

United States Copyright Office  
Library of Congress  
Office of the General Counsel  
November 28, 2007  
Page 2 of 2

Sincerely,



Michael J. Huppe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Cecily Mak, RealNetworks, Inc. (by FedEx)

soundexchange

1121 FOURTEENTH STREET, NW, SUITE 700, WASHINGTON, DC 20005  
P: 202.640.5668 F: 202.640.6859  
WWW.SOUNDEXCHANGE.COM

February 29, 2008

RECEIVED

FEB 29 2008

**BY HAND**

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

Copyright Royalty Board

Re: Notice of Intent to Audit AOL LLC for CY 2005

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to expand its audit of the licensee AOL LLC ("AOL").

On December 23, 2005, SoundExchange filed with the Copyright Office a Notice of Intent to Audit AOL for the years 2002, 2003, and 2004. SoundExchange is now in the process of having its auditor, Royalty Review Council, conduct on-site verifications of AOL's books and records for portions of the foregoing period.

In order to minimize disruptions to AOL and maximize the efficiency of the audit, SoundExchange is hereby notifying the Board of its intent to expand its audit of AOL to cover the year 2005 for its nonsubscription transmissions.

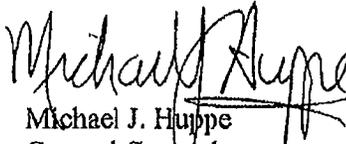
The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon AOL.

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

United States Copyright Office  
Copyright Royalty Board  
February 28, 2008  
Page 2 of 2

Sincerely,

A handwritten signature in black ink, appearing to read "Michael J. Huppe". The signature is written in a cursive style with a horizontal line crossing through the middle of the name.

Michael J. Huppe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Jennifer Baltimore Johnson, Senior Counsel, AOL LLC (by Facsimile and FedEx)

soundexchange

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February 29, 2008

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FEB 29 2008

Copyright Royalty Board

**BY HAND**

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

Re: Notice of Intent to Audit MTV Networks for CY 2005

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to expand its audit of the licensee MTV Networks ("MTV").

On December 23, 2005, SoundExchange filed with the Copyright Office a Notice of Intent to Audit MTV for the years 2002, 2003, and 2004. SoundExchange intends to have its auditor, Royalty Review Council, conduct on-site verifications of MTV's books and records for portions of the foregoing period.

In order to minimize disruptions to MTV and maximize the efficiency of the audit, SoundExchange is hereby notifying the Board of its intent to expand its audit of MTV to cover the year 2005 for its nonsubscription transmissions.

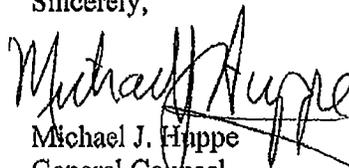
The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon MTV.

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

United States Copyright Office  
Copyright Royalty Board  
February 28, 2008  
Page 2 of 2

Sincerely,

  
Michael J. Hippe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Cathy Lipetz, Vice President, Music Strategy & Relations, MTV Networks, (by  
Facsimile and FedEx)

soundexchange

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February 29, 2008

RECEIVED

**BY HAND**

FEB 29 2008

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

Copyright Royalty Board

Re: Notice of Intent to Audit Susquehanna Radio Corp. (d/b/a Cumulus Media, Inc.) for CY 2005

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to expand its audit of the licensee Susquehanna Radio Corp. ("Susquehanna").<sup>1</sup>

On December 23, 2005, SoundExchange filed with the Copyright Office a Notice of Intent to Audit Susquehanna for the years 2002, 2003, and 2004. SoundExchange intends to have its auditor, Royalty Review Council, conduct on-site verifications of Susquehanna's books and records for portions of the foregoing period.

In order to minimize disruptions to Susquehanna and maximize the efficiency of the audit, SoundExchange is hereby notifying the Board of its intent to expand its audit of Susquehanna to cover the year 2005 for its nonsubscription transmissions.

The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

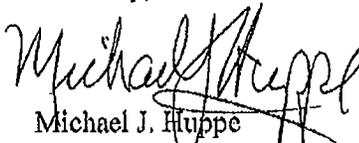
Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon Susquehanna.

<sup>1</sup> According to filings with the Securities and Exchange Commission, the radio broadcasting business of Susquehanna Pfaltzgraff Company was acquired by Cumulus Media Partners, LLC., a private partnership created in part by Cumulus Media, Inc. ("Cumulus"). This acquisition was completed on May 5, 2006. SoundExchange takes the position that Cumulus, as the purchaser of Susquehanna's radio assets and the current owner and operator of several of the stations previously owned by Susquehanna, assumes any and all liability incurred by Susquehanna with respect to the 2005 statutory license period.

United States Copyright Office  
Copyright Royalty Board  
February 28, 2008  
Page 2 of 2

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

Sincerely,

  
Michael J. Huppe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Richard Denning, Executive Vice President & General Counsel, Cumulus Media,  
Inc. (by FedEx)

soundexchange

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March 3, 2008

**BY HAND**

Copyright Royalty Board  
Library of Congress  
James Madison Memorial Building  
101 Independence Ave., SE  
Washington, D.C. 20559-6000

**RECEIVED**

MAR 03 2008

Copyright Royalty Board

Re: Notice of Intent to Audit Last.fm, Ltd. for CY 2005, 2006, and 2007

To Whom It May Concern:

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), SoundExchange, as the sole collective designated by the Copyright Royalty Board (hereinafter, "the Board") to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services and new subscription services under 37 C.F.R. §§ 262.4(b)(1) and 380.4(b)(1), hereby notifies the Board of its intent to audit the licensee Last.fm, Ltd. ("Last.fm").

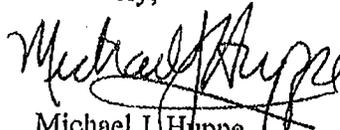
Pursuant to Copyright Office regulations, SoundExchange intends to audit Last.fm for the years 2005, 2006 and 2007 for its nonsubscription transmissions terminating in the U.S. See 37 C.F.R. § 262.6(b) ("[SoundExchange] may conduct a single audit of a Licensee . . . during any given calendar year, for *any or all of the prior 3 calendar years*") (emphasis added).

The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. §§ 262.6(c) and 380.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon Last.fm.

In the event the Copyright Office still has jurisdiction over this matter with respect to 2005 (based upon Copyright Office regulations that were in effect in 2005 – 37 C.F.R. § 262.6(c)), SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Office.

Sincerely,



Michael J. Hippe  
General Counsel

cc: Office of the General Counsel, United States Copyright Office (by hand)  
Martin Stiksel, Chief Content Officer, Last.fm, Ltd. (by FedEx)