PUBLIC VERSION

Before the
COPYRIGHT ROYALTY JUDGES
LIBRARY OF CONGRESS
Washington, D.C.

In the Matter of Digital Performance Right in Sound Recordings and Ephemeral Recordings For a New Subscription Service	)	Docket No. 2005-5 CRB DTNSRA

WRITTEN DIRECT TESTIMONY OF

Steven Blatter

Senior Vice President for Music Programming,
SIRIUS SATELLITE RADIO INC.

Witness for Sirius Satellite Radio Inc.

SIR NSS Ex. 5

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In the Matter of	)	
	)	**DOCKET NO. 2005-5 CRB DTNSRA**
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WRITTEN DIRECT TESTIMONY OF STEVEN BLATTER

(On Behalf of Sirius)

Background and Experience

1. My name is Steven Blatter, Senior Vice President of Music Programming, at Sirius Satellite Radio Inc. ("Sirius"). My whole 20+ year career has been in radio, primarily in programming, but also in marketing, promotion and online. I have worked as a Program Director for local terrestrial radio stations in New York and Los Angeles, as well as in national syndication and network operations. For the last three years I have been employed by Sirius, beginning as a Vice President and moving up to Senior Vice President approximately two years ago. As I will explain below, Sirius is not just radio, but we are a special form of radio that offers a great deal more than traditional radio, adding enormous value for both listeners and record companies and providing access to creative works not otherwise available.

2. I am responsible for the content of all 64 of the Sirius music channels created in the United States and my testimony will focus on them. Sirius also carries five

music channels created in Canada, but my testimony focuses on the area where my knowledge is greatest. I supervise approximately 200 employees, including two senior directors, each of whom is responsible for about half the music channels, several directors who each handle a genre or two, format managers who handle one to three channels, and coordinators who put the music into playable form for our operation. I also supervise a team of producers who create all the interstitial elements heard between the songs on each of our channels, as well as our talent and industry relations group, whose primary function is to work with the music community to arrange artist interviews and live performances that typically originate from our broadcast studios in New York. I also work with agents, managers, and the Sirius human relations department in recruiting our on-air talent, producers, programmers and other creative staff.

3. In addition to my supervisory role, I am responsible for determining the formats for each of our music channels, the creation of new radio formats, as well as channels and programs we co-produce with recording artists such as Eminem, 50 Cent, Little Steven Van Zandt, Jimmy Buffett, The Rolling Stones and The Who. The channels and programs we co-produce with these artists contribute greatly to the Sirius listening experience and give our listeners access to music not available on terrestrial radio.

4. My entire career has required me to deal directly and extensively with recording companies and their executives and radio promotion teams. It has been important for me to understand their motivations and business models, as well as those of my employers in terrestrial radio. At Sirius I have continued to interact directly with the record labels and also to supervise persons who interact with record labels on a daily

basis. I have directly observed what does and does not motivate the labels and have participated in two decades of discussions with them. I also pay close attention to label activities by regularly reading trade press.

5. My career has required me to understand how Americans use the radio medium. The appeal of radio stations, including Sirius', is measured by the popularity of a station with its targeted audience. The job of a radio programmer is to identify the target audience of a particular channel, understand what attracts them, and develop a full experience that engages that audience. Again, I have observed the process for two decades, seeing what does and does not work for my own employers and for competitors. I have also paid close attention to the trade press over the years where the actions of Programmers are closely monitored and documented. I also supervise and work with the extensive listener research we conduct to evaluate new formats and identify the most attractive music for those formats.

Summary of Testimony

6. Each of Sirius' 64 music channels offers a listening experience that is designed to create a highly satisfactory listening experience for the intended audience of the channel. We put enormous resources, effort, and creativity into crafting each of our 64 music channels. Creating the experience that a Sirius channel delivers is a demanding and expensive task. Beyond the huge investment in technology, physical infrastructure, and financing lies the creative input of dozens of radio professionals, ranging from those who develop the basic channel concept, to the channel programmers that select and, for most channels, direct the hosts or DJs who provide commentary, and select and sequence

the music for each hour of the day. There are also producers who write and create all the interstitial material heard between songs that help create the attitude for each channel. In addition, promotions are developed on the appropriate channels to further enhance the listening experience. We make this enormous effort because we are acutely aware that music, as such, is widely available for free, particularly on terrestrial radio. The value created in producing our music channels is critical to our ability to attract and retain subscribers.

7. The distinctive music formats for each of our 64 music channels are determined through proprietary research and the past experiences of our expert programmers. Our research uses both on-line and in-person survey formats, as well as review of the trade press and other public sources. Each radio station is built by populating a library of music for the channel. This library is maintained and updated using our own listener research as well as public sources such as the trade press and information from record company promoters, as I discuss below. Criteria such as tempo, texture, loudness/softness, familiarity, popularity and compatibility are used to determine the viability of each song being considered for airplay.

8. The music library for each channel is actively managed and modified by a music programmer on a daily basis. Within the station's music universe, programmers arrange particular pieces with an eye to the characteristics of each (e.g. tempo, era, gender, and lyrical conent), along with special programs (such as artist interviews, live performances and countdown shows), so the DJ/host can develop the specific listening experience that attracts subscribers to that station. Importantly, the Sirius experience can

be sustained and intensified because, in contrast to terrestrial radio, it is not interrupted by commercials. This also creates greater listener satisfaction and helps us attract and retain subscribers even though music is available for free on terrestrial radio.

9. Airplay on radio has continually proven to be the biggest driver of record sales. As a result, record companies have large operations specifically charged with obtaining radio airplay, typically organized with regional operations under national direction. They also use independent promoters to encourage radio programmers to play their music. Record companies give Sirius and other broadcasters their recordings for free, often weeks before public release, in hopes of generating pre-release demand. The labels know from experience that it is incredibly difficult to break a new album without extensive airplay. Many of the most influential executives at the major labels tend to be those who have a demonstrated an ability to get music played on the radio. In my career in radio programming, culminating in my position in charge of programming the 64 U.S. Sirius music channels, the drive of record labels for airplay has been a constant theme.

10. Satellite radio is, of course, a form of radio. Sirius competes for listeners with and is directly comparable to terrestrial radio. We do everything terrestrial radio does and more. The major record labels rely on their radio promotion operations to work with Sirius, typically from their national office or as part of their New York regional effort. Both listeners and the labels think of Sirius as a form of radio. Sirius airplay now is reflected in chart positions in Billboard, its sister publication Radio and Records, and Mediabase. In trade advertising created by many record companies that target terrestrial radio programmers, airplay on Sirius is now expressly noted.

11. Although Sirius is a form of radio, it offers significant additional promotional benefits to record companies that terrestrial radio cannot provide.

- Unlike most terrestrial radio, as each song plays, Sirius continuously displays the title and the artist on its digital display. This makes it easier for a listener to remember the song and artist that is playing. Over the years the record labels have expressed their concern with traditional radio's inability to provide such information for each song played. In addition to not having the technical capabilities to display such information, traditional radio DJs often strive for pace and tend not to verbally identify the music they play.

- All music radio stations strive for a distinct "stationality" that adds to the listening experience. Because Sirius has many channels, stationality can be much more targeted than traditional radio. Also, the absence of commercials means the Sirius aesthetic experience is more sustained and fully developed. Music heard in this context allows us to create an even more satisfying listening experience. The greater listener satisfaction explains why subscribers are willing to purchase Sirius radios and pay subscription fees when music can be heard for free on terrestrial radio.

- Sirius' 64 music channels include specialized formats that let us play new or emerging artists that are not yet popular enough to be included on the playlists of terrestrial radio stations that cover relatively broad formats. Record company promoters are very aware of our specialized channels and systematically attempt to place emerging artists on more specialized channels, long before they might appear on terrestrial radio.

- Sirius gets much deeper into the catalog than terrestrial radio. With 64 channels of music, each channel can be more specialized and dig down to music terrestrial radio would never use. This exposure is to persons who have selected that specialized channel and, hence, are most likely to appreciate and purchase that music.

- Because our music stations are supported by subscription fees, not advertising, we can serve listener interests, providing mixes of music that often do not fit with the advertising interests of banks, automobile dealerships, supermarkets, and other businesses that provide the core advertising for local terrestrial radio stations. Our music channels are listener driven, not advertiser driven.

- The availability of 64 distinct stations seems to encourage an active process of listener choice, perhaps because the choice is more meaningful. One of the 64 Sirius channels is more likely to satisfy a particular

> listener's interests than one of a half-dozen ordinary formats. As a result, Sirius listeners seem to be more engaged, and they more quickly become familiar with the music Sirius plays.

12. Because of my job and experience, my testimony will focus on the Sirius music channels and on dealings with the record companies. I will discuss how developing and presenting those channels is, in itself, a highly creative, demanding, and expensive process. Importantly, however, that is just a part of our overall business. To make music channels possible, enormous technical, regulatory, and financial challenges must be overcome. And to make music channels feasible, a large pool of subscribers must be developed, requiring extensive and expensive marketing efforts and a huge investment in the kinds of distinctive and exclusive non-musical features, such as Howard Stern and the NFL, that drive subscriptions. In short, as shown in the web pages that are SIR Ex. 28, musical recordings are just one component of the value we deliver, and our contribution is just one part of the whole.

The Sirius Music Channels

13. Sirius has 69 are music stations without commercials (64 are produced by Sirius in the US; the other five are produced by our Canadian affiliate). Printouts of the web pages of some of these channels are found at SIR NSS Ex. 3.

14. Of those music stations, some are devoted exclusively or almost so to music recorded before 1972. These include Sirius Gold and 60s Vibrations.

15. Other music stations make substantial use of pre-1972 recordings (approximately 50% or more of the recordings played). These include:

- Classic Vinyl
- The Vault
- Rolling Stones Radio
- The Who Channel
- Sirius Blues
- Standard Time
- Broadway's Best.

16. Additional Sirius music channels use a significant amount of pre-1972 recordings (approximately 25% or more of the recordings played). These include:

- Movin' Easy
- Underground Garage
- The Roadhouse
- Soul Town

17. Our music channels are not limited to recorded music. We have studios for live performances, and hundreds of such performances are broadcast each year.

18. We also have developed channels and programs in conjunction with well known artists such as Jimmy Buffett, Eminem, 50 Cent, Steven Van Zandt, the Who, and the Rolling Stones, as well as the Metropolitan Opera. In addition to bringing their creative talents to bear on shaping the overall listening experience, these artists also make available a range of unreleased recordings that listeners otherwise could not access. For example, The Who channel broadcasts two hours per day of live music that is not

commercially available; Met Opera Radio broadcasts about 12 hours per day of pieces that are either live or recordings exclusive to radio on Sirius, and Radio Margaritaville airs about three hours per day of live songs.

19. Sirius has carefully chosen the formats of its 64 U.S. music channels to provide a breadth and quality of musical choice that is not and inherently cannot be provided by traditional radio.

20. A given station or channel must have enough listeners to be economically viable on a local market level. (Even public radio faces funding constraints.) Sirius can reach millions of subscribers with its national signal, and that number is growing. Our national audience is large enough to support many different musical channels with distinctive formats.

21. By contrast, the audience in typical local markets for terrestrial radio is much smaller, so that only a few channels and formats can be supported. The tendency is for each market to sustain several stations with formats intended to appeal to large audience segments, perhaps with a few specialty formats supported by institutions such as colleges or by local ethnic concentrations. Even in a major urban area such as Washington, D.C., it is difficult for most listeners to terrestrial radio to receive more than 15 different music formats, and the selections in much of the country can be far fewer.

22. Some of the omissions forced by the constraints on terrestrial radio are striking. For example, the two largest local markets in the U.S., New York and Los Angeles, lack any country music format. Eight of the ten largest U.S. markets lack a dance music format. Of the ten largest markets, only New York and San Francisco have

dance stations. Five of the ten largest markets now lack an oldies format. Finally, four of the top ten markets (Philadelphia, Houston, Detroit, and Atlanta) do not have a classical music station. One can readily imagine the situation in the great majority of traditional U.S. radio markets where there may be only four to ten quality music channels versus the 69 available on Sirius.

23. The constraints imposed by the limited number of signals interacts with the constraints imposed by the fact that terrestrial radio is advertiser driven. The types of businesses that provide the revenue backbone for terrestrial radio are led by the demographics of their best customers and by considerations of image to focus on certain music formats. For example, a single format focused on playing both alternative rock and hip-hop will likely produce listeners who are 16 to 24 year old males. In most markets, it is extremely difficult to find enough local advertisers interested in that demographic to support a financially viable local radio station. Further, music tastes for most consumers are defined during teen years and terrestrial radio is losing this audience during this critical period. This is clearly demonstrated by the declining usage of terrestrial radio by younger demographics across America. Sirius currently dedicates 10 of its music channels to younger demographics, including Sirius Hits-1, Octane, Alt Nation, Hard Attack, Faction, Hip Hop Nation, Shade 45, Hot Jamz, Revolution and Kids Stuff.

24. In all markets, and particularly in smaller markets, satellite radio provides access to music that listeners would otherwise never encounter and, hence, would have no opportunity to come to like or to purchase. Sirius thus greatly expands the musical

opportunities of its listeners. In addition to the "young demographic" channels described above, Sirius offers numerous channels dedicated to styles of music that are typically not available on terrestrial radio, including: Classical, Reggae, Standards, Dance, Classic Country, Outlaw Country, New Age, Jazz, Jam bands, Garage Rock, Heavy Metal, Electronic, Gospel, Broadway/Show Tunes, Blues, Christian Pop and Rock, and Bluegrass. By expanding the musical opportunities of listeners in this way, Sirius provides airplay (and ultimately, sales and resulting royalty payments) for artists who likely would not be heard on terrestrial radio.

Creating and Maintaining a Sirius Music Channel

25. Each Sirius music channel starts with a distinctive format developed to attract and hold the loyalty of a viable audience segment. The format may be a particular musical era (e.g. the 50's), genre (e.g. opera or hard rock), artist (e.g. The Who, Rolling Stones), or a desired mood (e.g. romance, relaxation, or party time). In each case there is a clearly defined format, which shapes the channel in multiple ways.

- The format defines the universe of music the programmers will draw upon, for example, opera, hard rock, or show tunes.
- The format also helps define the overall energy level of the channel – whether it is edgy and energetic or laid back and mellow.
- The format suggests the appropriate hosts or DJs for the channel and guides their style of announcing. An alternative rock station calls for different personalities and styles than standards from the 40s. Sirius makes a major investment in identifying and recruiting top quality and highly experienced on-air talent, and our programmers and other creative workers support that talent.
- With two exceptions, the format of a Sirius music channel also includes production elements or interstitial pieces heard between the songs that further position and image the channel for the intended audience.

Channels have their own station voice and slogans, while others also employ custom singing jingles that help enhance the mood of the channel.

- The format for a channel also guides the types of special programming that may be created and scheduled. Artists often participate in interviews and host special programs such as countdown shows on our more foreground formats like Top 40, modern rock, new country and hip-hop. A station with an edgy or party persona can use contests that would not work as well on a classical station.

- All of these factors work together to enhance the stationality of each station, make the listening experience more attractive to the target audience, and permit meaningful and satisfactory channel choices by the listener.

26. Selecting music to implement the format is a difficult and ongoing task carried out by our music programming specialists. It is not enough just to rotate down an alphabetical list of pieces that are within the universe defined by the concept. Nor will random play work. Instead, programmers who are deeply familiar with the universe of music bring both scientific and artistic judgment to bear to create a musical flow and mood.

- For example, tempo is important. Too many slow or fast pieces in a row often may be boring, though sometimes may create and sustain a mood. Rapid alteration may be jarring.

- Other qualities of the music also must be considered. It may be undesirable to string together a series of artists with a given characteristic – male, female, group, duets.

- The themes and story lines of songs also must be considered. Putting the wrong songs in sequence may produce unintended effects ranging from jarring to humorous.

- We utilize software called MusicMaster that helps in the rotation and sequencing of songs for each music channel. While this software helps programmers manage their music libraries and facilitates the music scheduling process, it is no substitute for the informed judgment of programmers with in-depth knowledge of the genre. In fact, every hour of music scheduled across all 64 Sirius music channels is carefully reviewed and hand massaged by a Sirius programmer before it airs.

- We also do substantial listener research in an effort to understand how our formats are perceived and what appeals to various listener groups. For example, we regularly conduct surveys, either on-line or in person. We back that effort up with research into what is working in terrestrial radio. This includes our own review of publicly reported charts and airplay information from sources such as Mediabase. And, as I discuss below, record company promoters provide airplay and other information to our programmers on a regular basis.

27. Hosts or DJs must understand the music, the audience, and the flow of the program. Sometimes humor is called for, sometimes not. Often the needed humor is a light quip, sometimes it is a raucous rant. Some channels call for an emphasis on facts; on others the host must emote. Everything that is said must implement the format of the channel and enhance the overall listener experience. As already noted, Sirius hires top quality on-air personalities to present music and provide our listeners with additional information about each artist and song played in a passionate and engaging manner. We also give our on-air personalities extensive direction and other support to help them best communicate to their audience.

28. Special programming such as live performances, interviews, contests, and the like can be important, but must be carefully tailored to the channel and its format. Artist interview bookings and on-air promotions are handled by two distinct departments with approximately ten employees who are charged with creation and development of such programming.

29. A channel must be promoted, both to current listeners and to others who may become regular listeners if they sample the channel. This requires a variety of tactics.

- The channel must have a short name that captures its format. For example, "Hard Attack," or "Chill."
- Typically a distinctive logo is developed that must be associated with the name so as to permit instant visual identification.
- The name and logo must be supported by additional catch phrases or similar items that are used repeatedly and that become associated with the channel. Some of these may remain in use for years. Others may become stale and be rotated out.

30. Sirius devotes resources to all of these matters because experience has shown that they are critical to satisfying listeners, and they fundamentally shape how listeners perceive and respond to the music. In the right restaurant, with the right ambiance and menu, a diner may find escargot delicious and even be motivated to try serving it at home. But in other situations, the same diner might find the same snail unappetizing or even revolting. Much the same is true of music. Sirius works with music, but that is just a small part of the experience a Sirius channel delivers.

How Sirius Benefits Recording Sales

31. Most consumers typically do not decide to purchase music based on a story in a newspaper or magazine; the music industry understands that radio airplay is the number one driver of recording sales. Of course, some artists have established followings that wait for their next release. It is also possible to sample CDs at record stores and online. Still, the simple fact is that radio airplay sells music. Certainly the record labels believe this, leading to their extensive efforts to obtain airplay that I discuss later.

32. Sirius provides all of the promotional benefits of terrestrial radio exposure, but even more so. For example:

- Sirius displays the name of the artist and song continuously during play. If the listener is interested, he or she does not have to try to remember what the DJ said before play began or hope that it is mentioned after play ends. The information is immediately available when desired.

- Because Sirius offers 64 music channels with distinct and defined formats, it is much more likely that a listener who has chosen a given channel will be attracted to music played on that channel. By contrast, terrestrial radio typically offers fewer and less defined choices, so listeners may be much less attracted to music the station plays.

- Music within a given format is presented in an optimum setting in terms of surrounding pieces, hosting, and overall station personality. The experience will also not be preceded or followed by jarring commercials. This gives the music the best possible opportunity to appeal to the listener. Thus, the value we add provides a direct promotional benefit to the record companies, as well as to our listeners.

- Sirius' 64 different and distinct music channels allow us to go much deeper into the music catalog. A terrestrial station with a broad format has to look for material that will appeal to a relatively broad audience. By contrast, the self-selected group listening to a more focused Sirius channel is more likely to appreciate music within the format that has less general appeal.

- Similarly, our specialized channels allow us to play up and coming artists who are often not receiving airplay on terrestrial radio stations with broader formats. This exposure can give impetus to the emerging artist and lead to broader exposure. There have been situations in which Sirius airplay of an unsigned artist has led to a contract with a major recording company. For example, the band Evans Blue was signed by a major label after their self created album received airplay on Sirius' Octane channel. In such a situation, the recording company gets an artist that has already proven itself on the radio and increases the likelihood of the band receiving airplay elsewhere.

- The care and resources we devote to programming, and the specialized nature of many of our channels, augment the reputations of our DJs or hosts. As they become opinion leaders for their audiences, their favorable views of an artist or song can be very influential in motivating sales. Approval from such an opinion leader provides promotion that is likely to be more effective than paid commercial advertising by the record labels.

- Ratings by third party providers do not drive our music programming decisions, so that Sirius is free to take more chances with new music, emerging and unknown artists, and music that has not yet climbed the national music charts.

- A Sirius subscriber typically will be someone who values Sirius broadcasts enough to pay for them and, moreover, will have money to spend for music entertainment. Such a person is an attractive potential customer.

33. Chart position has an important effect on music sales. Some customers are directly motivated to purchase highly charted music. But beyond that, many terrestrial radio stations rely on chart position to select the universe of music their station will play. The most obvious is a "Top 40" station, but other types of station formats focus on music that presently is relatively highly charted.

- Airplay on Sirius now is taken into account when weekly charts are compiled by Billboard/Radio & Records and Mediabase, the two primary sources for chart information used by record labels and radio programmers. When Sirius plays a song, its spin count increases and chart position is affected. When a song's spin count and chart position increase other programmers are more easily encouraged to play the song, and that ultimately drives greater record sales.

- Also, Sirius is recognized as a leader in music selection. SIR NSS Ex. 2 contains examples of record company advertising that emphasizes airplay on Sirius as a reason that other programmers should expose the work or artist. When our leadership causes terrestrial radio stations to play a particular song, the result is higher chart position for that song.

Promotional Efforts By Record Companies

34. Record companies are acutely aware of how important airplay is to generating record sales, and they go to great lengths to seek it. This has been going on since long before I became involved in radio. Efforts directed at Sirius have continued and intensified during my time at Sirius as our listener base expands and as the record companies become more aware of the unique benefits Sirius offers.

35. To begin with, the record companies consistently provide music recordings to Sirius for free, in the obvious hope that we will play and thereby promote

what we have been provided. In fact, we often receive songs weeks before public release in the hope that airplay on Sirius will generate interest and demand before the album is commercially released.

36. Recording companies have divisions devoted to obtaining radio airplay for their releases. Typically these divisions are organized by region with a national operation to supervise and assist as needed. Some companies have separate "new media" promotional groups, but Sirius now is virtually always the responsibility of the radio promotion departments. Either Sirius is assigned to the national group or to the New York regional promotion person.

37. Record industry promoters aggressively communicate to our programmers their desire for us to play their music. These efforts are part of carefully calculated promotional efforts. The promoters will promote particular songs for particular channels, making a case that a given song will succeed with the channel's audience. The record company promotional representatives are under tremendous pressure to seek airplay on radio. When a radio programmer does not agree with a record label promotion person, it is not unusual for the promotional rep to escalate the call to the programmer's supervisor and at times to me as the head of music programming. On occasion these calls can get contentious, reflecting the high value the record companies place on radio airplay and the pressure their promoters are under to get music played on Sirius.

38. As an experiment, I asked the programmers for six of our music channels [[ ]] to keep a record of promotional contacts from record companies during the week of October 16-

20. As indicated on the following table, in just one week we received 170 label promotional contacts (calls, e-mails and instant messages) and 108 mailings (consisting substantially of free CDs and singles) with respect to these six channels alone:

	10/16	10/17	10/18	10/19	10/20	Week
E-mail/Instant Message	22	25	33	28	28	136
Calls	4	8	10	9	3	34
Promo Mail (incl. CDs/ Singles/Concert Tickets)	19	29	19	23	18	108

Thus, in this one week period – which I believe to be typical in all material respects – Sirius received nearly ten promotional contacts from the record labels per day for each of these channels.

39. Record companies often complain that terrestrial radio stations have very limited playlists. But terrestrial radio, which has to play music that appeals to relatively broad audiences, typically cannot afford to play pieces with narrow appeal. The record companies know, however, that many of our channels are more specialized. They initially will promote newer artists for more specialized stations, hoping that they will generate interest in their most likely audience and, perhaps, eventually graduate to broader formats and terrestrial radio.

40. In an effort to gain airplay, record company reps will often make their artists available to participate in special programming that will air exclusively on Sirius and also provide prizes for use in on-air promotions. For example:

- Sirius adds value by arranging for artist interviews and live performances from our studios. The record companies regularly arrange for appearances by artists we are willing to play. For example, from January 1 through October 18 of this year, over 800 record company artists visited our studios for interviews and/or performances. These events add value for our listeners, but also gave promotional value to the record companies.

- On some stations Sirius conducts contests. Record companies will regularly provide prizes to support such contests, including CDs and concert tickets.

41. Record companies are so strongly motivated to obtain play on Sirius that we have to set limits on what is acceptable. For example, I will not approve accepting free travel to view artists in concert. In fact, over the years record companies have pushed so hard for radio airplay that legal restrictions have been adopted. The New York Attorney General, Eliot Spitzer, has recently obtained consent decrees from major labels restricting some of their promotional practices directed toward obtaining air time. On October 20, 2006, the *New York Times* carried an article entitled "CBS Radio Tightens Policies in Settlement Over Payola" that briefly summarizes some recent developments, noting that such issues arise as "music executives compete fiercely to land their songs on limited radio station playlists."

42. Record companies typically focus their promotional efforts on new music, rather than their existing catalog. As a result, a vast array of older music is unknown, and thus effectively unavailable, to many listeners. Our specialized formats dig much deeper into the catalog, exposing older songs to the public. And, of course, the record companies benefit from resulting sales on which they expended no promotional effort.

43. The labels explicitly recognize our promotional contributions. Sirius frequently receives thanks from record companies and their artists for our contributions to

their success. Indeed, when record companies issue gold or platinum records to recognize sales milestones, they sometimes send them to radio stations, and we regularly receive such gold or platinum records at Sirius.

Conclusion

44. In short, developing and implementing a unique and compelling radio format for all 64 commercial-free Sirius music channels is a highly creative and demanding process, even after the many technical, promotional, and financial challenges have been overcome. Our expert music programmers, celebrity hosts and DJs, producers, and on-air promotion and talent executives add enormous value to our music offerings. This added value both provides our subscribers with the reason to pay our fees and makes us a tremendously valuable marketing tool for the recording industry, as evidenced by the record companies' constant and increasing promotional efforts.

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DECLARATION OF STEVEN BLATTER

I, Steven Blatter, declare under penalty of perjury that the statements contained in my Written Direct Testimony in the above-captioned matter are true and correct to the best of my knowledge, information and belief. Executed this 30th day of October 2006 at New York, New York.

Steven Blatter

JAY-Z

SHOW ME WHAT YOU GOT

R&R/BDS Urban: D39*-14*! +1415! - #1 Most Increased!
M.Base Urban: D # 16*! +1156 - #1 Great. Gainer!
R&R/BDS Rhythmic: D29*-1! +586 - #1 Most Increased!
M.Base Rhythmic: D31*! +941 - #1 Great. Gainer!

#1 Most Added at Rhythm for 2 Weeks!!!
Most Added at Pop Again!!!

Over 40 Total Pop Stations Including:
KIIS, WKSC, KHKS, WIOQ, KZZP, KHTS, KSLZ, WKST, KDND, WNOU, WKFS, WPRO, WEZB, WKSS, CKEY, XM20, [illegible] & More!

On 60 Total Rhythm Stations Including:
KPWR, WBBM, KYLD, KMEL, WPGC, WPHI, WRDW, WBTS, KBXX, KPTY, WJMN, WLLD, KQKS, KVEG, KLUC, KBMB, WPYO, XHTZ, XMOR, KUBE and more!

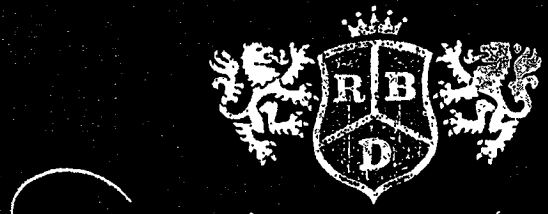
ADDED TO BET *playing every hour* MTV MTV2 MTV Jams MTV U

MySpace Stats: Over 1 Million Profile Views!

KINGDOM COME 11.21.06

SIR NSS Ex. 2

ROC-A-FELLA



TU AMOR

IMMEDIATE ACTION AT POP & RHYTHM RADIO INCLUDING

Z100	New York	**KIIS**	Los Angeles	**WPOW**	Miami	**XHTZ**	San Diego
KHKS	Dallas	**WKSC**	Chicago	**KXJM**	Portland	**KWIE**	Riverside
WIHT	Wash. DC	**KHTS**	San Diego	**KLUC**	Las Vegas	**KVEG**	Las Vegas
KXXM	San Antonio	**KELZ**	San Antonio	**KKWD**	Oklahoma City	**KSEQ**	Fresno
KZHT	Salt Lake City	**WEZB**	New Orleans	**KPRR**	El Paso		
KRQQ	Tucson	**SIRIUS HITS 1**		AND MANY MORE!			

OVER 1.5 MILLION ALBUMS SOLD IN THE U.S. (OVER 5 MILLION WORLDWIDE)

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GUEST OPINION: OPEN THE PLAYLIST

LAST WEEK, FARSHID ARSHID, HONCHO AT ATTICA SOUND, WAS ASKING WHY A STATION WOULD DROP ONE OF ITS MOST REQUESTED SONGS, AND ALSO WONDERING WHY REACTIVE SONGS DON'T BECOME FULL-TIME ADDS. HIS ANSWER...?

It's the result of a disconnect between the people in charge (their personal tastes and opinion) and the listenership! The results of this disconnect, I believe, can be seen in the low ratings of Alternative in Arbitron numbers in almost every market in the country, and in their dwindling profits. Rather than a bitch session on "Why My Single Didn't Get Added," this an observation on Alternative radio in the U.S., which is going through its most confused time—but not because the music doesn't exist. The reason is that the gatekeepers are not heeding the signs of changing times.

What we hear on Alternative radio today reminds us of what used to be alternative. But the musical tastes of the demographic targeted by Alternative stations are changing: take a lesson from your Urban competitors in the radio market. Their advertising profits have skyrocketed NOT because they cater to an urban demographic. On the contrary, their listenership consists largely of suburban whites, and their profit comes from the middle-American beer money your GMs fight so hard to capture. Why? How? The answer is they play what these kids want to hear, what they're engulfed in at school, and the stars they emulate: Hip-Hop artists, the rock stars of the new generation. The Mash-up of Hip-Hop and Rock is the self expression of new white America. Specialty shows like "Skratch N' Sniff" are in the forefront of this trend. It's the new sound we've all been waiting for. It's not dated.

A most reactive and requested song that is dropped to "make room for a song" or other similar reasons doesn't make sense. Doesn't playing what people react to and want to hear ultimately increase listenership, drive up revenues, and ratings? My point is simple: just pay attention to your listenership and where you are in this great country we call America. Open the playlist. Give younger and new bands that make sense and work hard a chance! Your listeners will tell you who that is—and don't be surprised if it's *not* the bands that hearken back to the Brit-pop and new wave or the grunge era you associate with "Alternative."

I hope that my epiphany triggers action that might return the format we call Alternative back to its former glory—both musically and economically. And feel free to send me your thoughts and hate email at farshid@arshident.com. ■

ALT DOGGIE CORNER

Just in time for Halloween, meet Dread Pirate Sadie... a.k.a. Doggie Barko. She's the adopted sweetheart of Kris Gillespie of Domino Records, who says Sadie is all bark and no bite. "If you scratch her belly, she's your friend for life."

Send your photo to dawg@thesandsreport.com

Friday, February 24, 2006

R&R STREET TALK DAILY

by KEVIN CARTER
kcarter@radioandrecords.com

If you experienced transmission problems, please call our Circulation Department at 310-788-1625

INSIDE

First, The Atom. Now, Scientists Successfully Split Universal Motown In Two

•

Derrick Brown Escapes Denver Snow For DC, Where, Oops, Never Mind

•

Mancow Featured On *America's Most Wanted*. No, It's Not About Him, Stupid

•

Please Call 98 Rock And Say Something Clever. They Can't Do This Alone

•

Tonight, On *Coast To Coast AM*: 'Those Damn Aliens Stole My Pants, Honey!'

Universal Motown Meets Universal Republic

After weeks of rumors and speculation, **ST Daily** has learned that Universal Motown Records Group will indeed be splitting into two separate, fully functioning entities: Motown Records President **Sylvia Rhone**, who was also Exec. VP of Universal Records, will now be President of Universal Motown, and current Universal President **Monte Lipman** will be President of the new Universal Republic Records. Until 2000, Lipman had been President of Republic Records (**Chumbawumba**, anyone?), which he started with his brother, Avery. Republic was later sold to Universal, and Monte was elevated to President of Universal.

The extensive roster of multi-genre UMRG artists will now be divided between these newly formed labels: Universal Republic will now be home to many of the acts Lipman has been personally involved with, such as **Jack Johnson**, **Godsmack**, **3 Doors Down**, **Damian Marley**, **Don Omar**, **Elton John** and **10 Years**, as well as **Nina Sky**, **Tamar** and the recently signed **Prince**.

Universal Motown's artists will also span multiple genres: **Nelly**, **Stevie Wonder**, **Lindsay Lohan**, **Michael McDonald**, **Blue October**, **Jojo**, **Chamillionaire**, **Erykah Badu**, **India.Arie**, **Akon**, **Lil' Wayne**, **David Banner** and **The Mars Volta**, as well as the **Cash Money** and **Blackground** imprints.

Both labels with operate with separate, dedicated promotion, A&R, marketing and publicity staffs, but will continue to share back-office functions such as legal and finance. Rhone and Lipman will continue to report to UMRG Chairman/CEO **Mel Lewinter**.

Mr. Brown Goes To Washington

Man, that headline never gets old, does it? Veteran PD **Derrick Brown** is back in the game as the new PD of Radio One Urban **WKYS/Washington**. Brown most recently programmed Infinity Urban Oldies **KDJM/Denver** until it flipped to Country as **KWLI** on Dec. 15. After that, things got weird. Brown is best known for his stint as PD of Cox Urban AC **WHQT (Hot 105)/Miami**, which he took to No. 1. Brown fills the gap created

R&R & NAB: Together Again For The First Time. Dallas. Sept. 20-22, 2006

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EPIC

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Impacting POP and Rhythm NOW

KIIS/Los Angeles 60x WXKS/Boston 40x (#2 Phones!)
KRBE/Houston 40x (Top 10 Phones) Y100/Miami 50x (#2 Phones!)
KHTS/San Diego 25x KZHT/Salt Lake 40x SIRIUS HITS 1 40x

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Beyoncé

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WWHT	**WZNR**	**WAKZ**
WKSC	**WEZB**	**KROQ**
SIRIUS HITS 1		AND MORE!

MUSIC WORLD

COLUMBIA

The New Single
Impacting September 26th

KHKS/Dallas, Sirius Hits 1, WZNR/Norfolk,
WDKF/Dayton, WJIM/Lansing, WSSX/Charleston

PHOTO CREDIT: BRETT RATNER

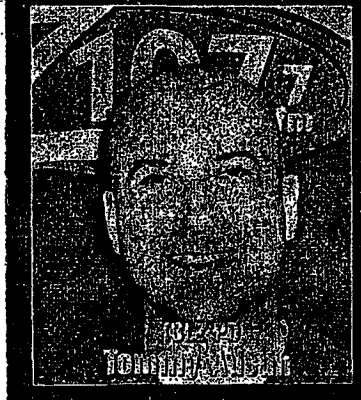
Epic

FMQB

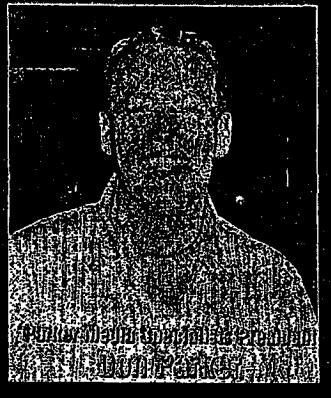
FRIDAY MORNING QUARTERBACK

September 2006

CHR



Rhythm



Modern Rock

WLUM PD
Jacent Jackson

Rock

WEQX PD
Jim Kerr

ALSO INSIDE

Cover Story
EPIC'S
LEE LEIPSNER

WSPK APD
SkyWalker

KMBY PD
Byron Cooke

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Follow Up Single To The Top 5 Multi-Format Smash, "What's Left Of Me"
LP *What's Left Of Me* Certified Gold
Tour Kicks Off This Fall!
BDS: 40-32 Mediabase 40-36

TRL

SIR NSS Ex. 3

A

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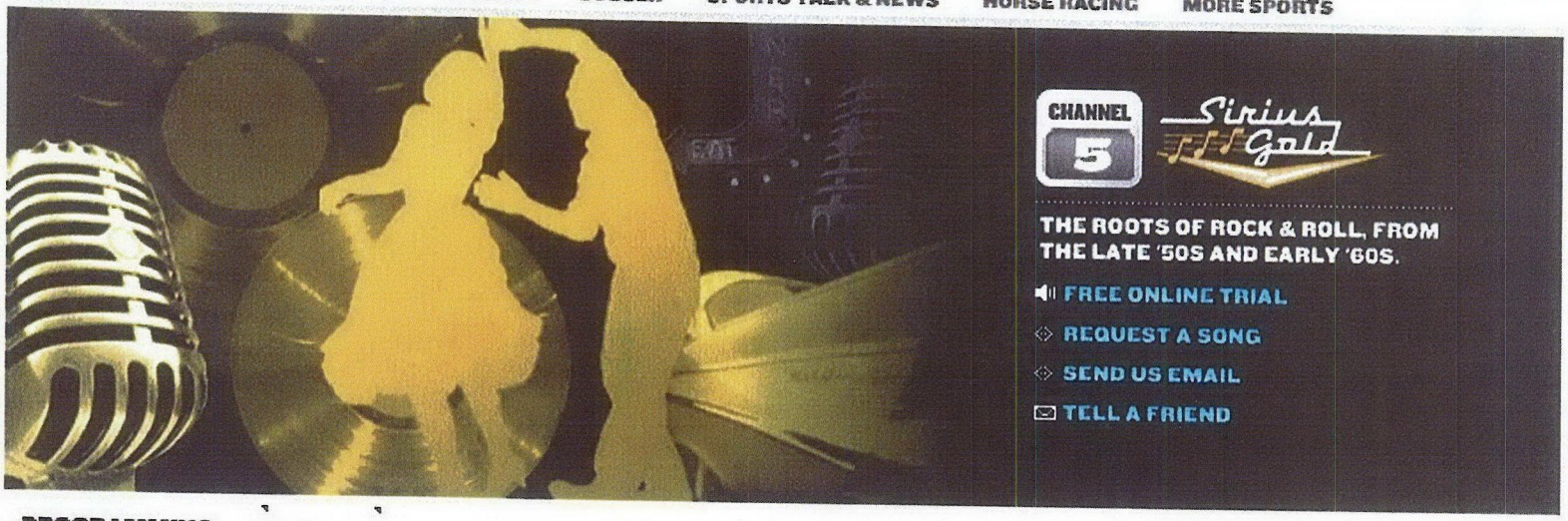


PROGRAMMING

LIVE at The Rock and Roll Hall of Fame and Museum!
Monday - Friday 3 - 6 pm ET
Most of the SIRIUS DJs work from our New York studios: not Raechel Donahue. She gets to do her LIVE show, every weekday, from the Rock and Roll Hall of Fame and Museum in Cleveland, Ohio! Every day, Raechel gets to walk through the Hall's permanent collection of vintage '50s stuff, including the "Rave On: Rock and Roll in the '50s" exhibit. Surrounded by stage clothes, instruments and lyric sheets, Raechel brings you the best music from rock and roll's early years for three hours every weekday! And if you're visiting the Museum, stop by and say hi to Raechel.

Classic Vinyl also broadcasts from The Rock and Roll Hall of Fame and Museum. **For more info check out their page.**

For more information on The Rock and Roll Hall of Fame and Museum, **visit their website.**

Take a musical trip back to the '50s and early '60s with the sound of happy days and drive-in nights. It's pop radio the way it used to be—the roots of rock & roll, from doo-wop and R&B to girl groups.

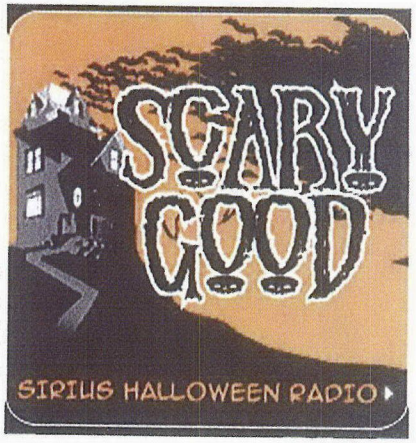
What we play: Elvis Presley, Sam Cooke, The Drifters, Buddy Holly, The Everly Brothers, The Four Seasons, Roy Orbison, Ricky Nelson, Fats Domino, The Platters and many more.

REQUESTS, DEDICATIONS.
CALL THE SIRIUS LISTENER LINE
877-33-SIRIUS

SIR NSS Ex. 3-A

The Doo-Wop Drive-In
Sundays 9 pm - 12 am ET
Due to overwhelming response, our weekly Doo-Wop Drive-In has expanded! Now there are three full hours of great vocal groups and harmonies!

Listen Now
Try SIRIUS for free



B

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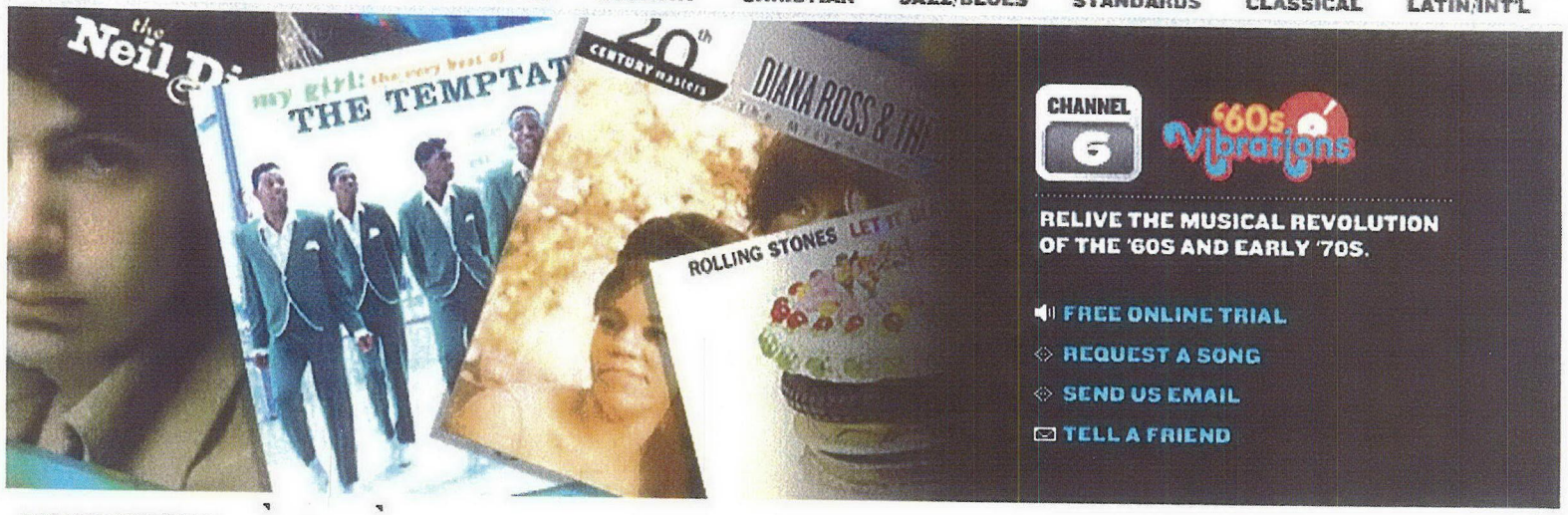

CHANNEL 6 '60s Vibrations

RELIVE THE MUSICAL REVOLUTION OF THE '60S AND EARLY '70S.

- FREE ONLINE TRIAL
- REQUEST A SONG
- SEND US EMAIL
- TELL A FRIEND

PROGRAMMING

Pete Dominick Goes Trick-or-Treating
Tues 10/31 12:00 pm ET
Comedy By Request Pete Dominick is a busy guy. He's got to go warm up audiences at the *Daily Show* and *Colbert Report*. So he's going to take his cute little daughter trick-or-treating—at SIRIUS. Live. With no warning to the other shows they'll barge in on. Fun.

COUSIN BRUCIE on '60s Vibrations!
Wednesdays 5 pm – 9 pm ET & Saturdays 8 pm – midnight ET
It's always a party when New York radio legend Cousin Brucie is on the mic! '60s Vibrations is proud to have The Cuz gracing our airwaves two nights a week, playing the greatest hits of the '60s! Get over "humpday" from 5 pm – 9 pm ET with *Wednesday Night With The Cuz Starring Cousin Brucie*, and celebrate the weekend with *Cousin Brucie's Saturday Night Party* from 8 pm to midnight ET.

The British Invasion, Motown—the classics from the decade when everything changed and the hits just kept on comin'. The best songs from the days of glorious AM radio... now in digital stereo!

What we play: The Beatles, The Beach Boys, The Supremes, The Four Tops, Marvin Gaye, Creedence Clearwater Revival, The Rolling Stones, The Temptations, Neil Diamond, The Four Seasons, Simon & Garfunkel and many more.

SIR NSS Ex. 3-B

Motown Mondays

A total of four hot Motown Motor City Memories, with two songs at the top and bottom of each hour every Monday!

Surf's Up!
Monday - Friday 3 pm ET
Now *every* day is like a day at the beach as '60 VIBRATIONS says, "SURF'S UP!" Catch the wave as we "surf" up a classic block of great beach music.

REQUESTS. DEDICATIONS.
CALL THE SIRIUS LISTENER LINE
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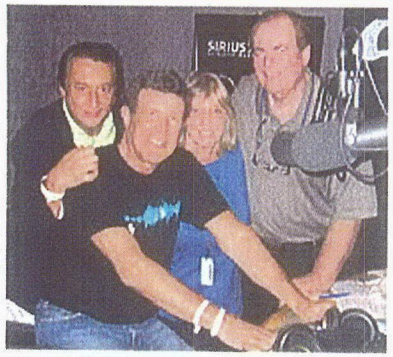
PHOTOS



Kick-Off for the Cousin Brucie show with radio celebs Norm N. Nite, Dusty Street and Kid Leo.

NEXT

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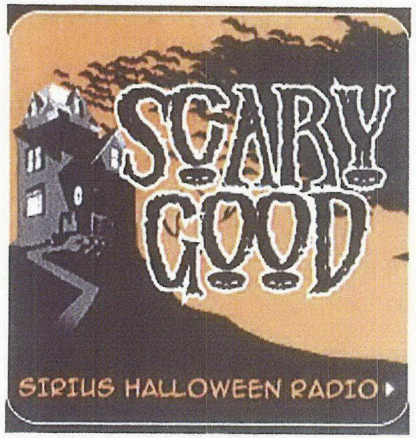

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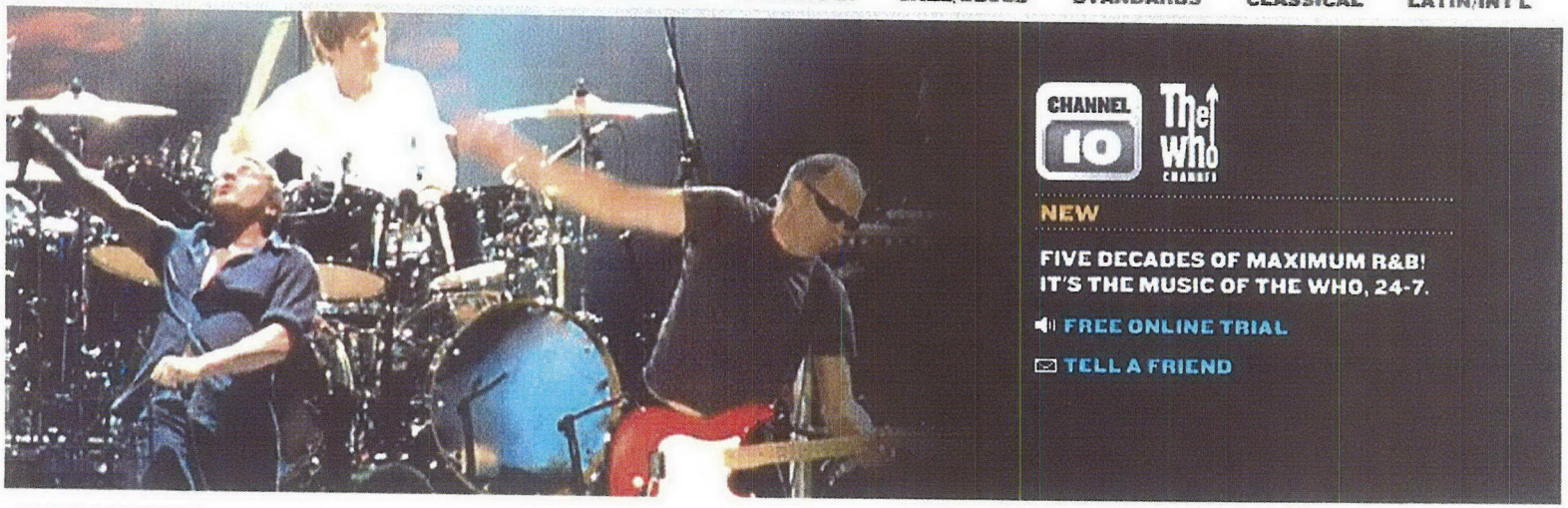


WHAT'S HOT

WHAT'S NEW

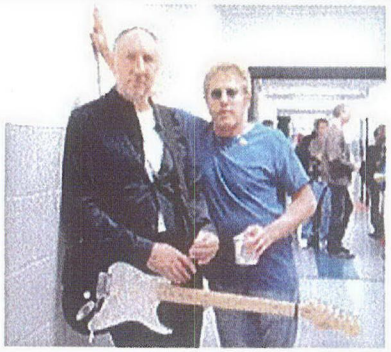
Every night at 9 pm ET we play a FULL recent concert recording by The Who. Here's what's coming up:

10/27: New York, NY (recorded 7/31/02)
10/28: New York, NY (recorded 8/3/02)
10/29: New York, NY (recorded 8/4/02)
10/30: London, England (recorded 10/29/06)

RACHEL FULLER'S BACKSTAGE REPORTS

Once upon a time, there was a little girl called Rachel Fuller who dreamt of growing up and becoming a rock star. After

PHOTOS

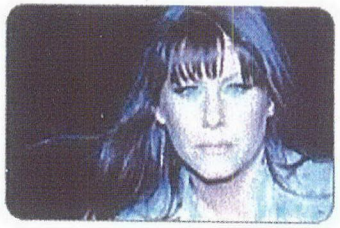


Pete and Roger before the Boston gig, 9/16. Photo by William Snyder

NEXT >

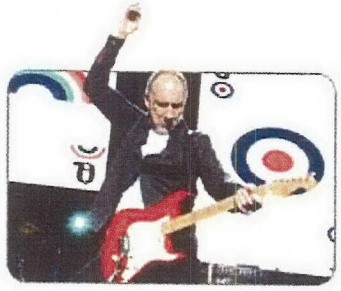
SIR NSS Ex. 3-C

working for a few years in the local crematorium as the resident organist, she decided that the very next best thing to being a rock star would be to date one. She met Pete Townshend and they fell in love. Which entitled her to an Access All Areas backstage pass to every Who show from here to eternity. Meeting with celebrities and getting into every nook and cranny, Rachel listened carefully to all the gossip, and what really went on backstage. And that's how little Rachel Fuller became "The Backstage B****." **Read her reports here.**



MEET PETE

The Who Channel's Rachel Fuller (more about her above) sat down with her beau, Pete Townshend, to do an exclusive interview for us. We'll be posting this interview (as well as another one with Roger, see below) in parts: as all of Pete's fans know, he's a great conversationalist. Pete talks about some of the new Who music they're playing on tour, the *CSI* effect and playing The Concert For New York City after 9/11, among other things. **READ THE INTERVIEW.**



REQUISITION ROGER

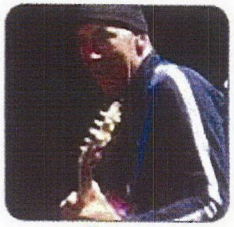
The Who Channel's Rachel Fuller (more about her above) interviewed Roger Daltrey for us. There was lots to talk about: of course, there's The Who's current tour and album, but also the recent reissues of some of Roger's solo records, his acting career, and his work with The Teenage Cancer Trust. We'll be posting the interview incrementally. **READ THE INTERVIEW.**

MEET THE BAND

These are the other guys in The Who's touring band. Interviews coming soon!

John "Rabbit" Bundrick
keyboards

Zak Starkey
drums



Simon Townshend
guitar

Pino Palladino
bass

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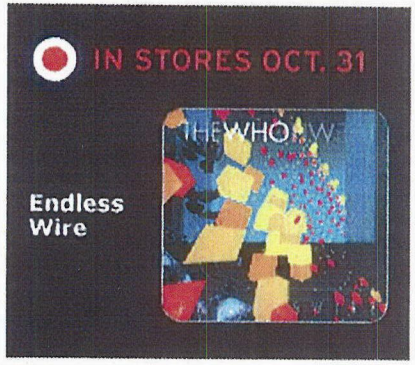
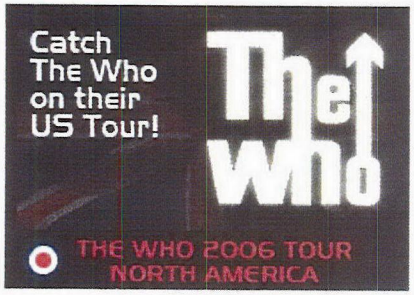




DATE	CITY	VENUE
Oct. 11	Seattle, WA	Key Arena
Oct. 29	London, UK	Roundhouse
Nov. 4	Los Angeles, CA	Hollywood Bowl

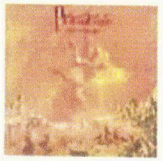
WHAT YOU'LL HEAR

The untouchable catalog of one of the greatest rock and roll bands of all time. It's the music of The Who along with solo tracks from the individual members. Plus, interviews with the members, rare recordings, behind the scenes access, historic performances, fan based recordings, and best of all, broadcasts of the shows on their current tour. Produced by Pete Townshend and Roger Daltrey.

Nov. 5	Los Angeles, CA	Hollywood Bowl
Nov. 8	San Jose, CA	HP Pavilion
Nov. 10	Las Vegas, NV	Mandalay Bay Events Center
Nov. 11	Indian Wells, CA	Indian Wells Tennis Garden
Nov. 13	Salt Lake City, UT	Delta Center
Nov. 14	Denver, CO	Pepsi Center
Nov. 17	Dallas, TX	American Airlines Center
Nov. 18	Houston, TX	Toyota Center
Nov. 20	Sunrise, FL	BankAtlantic Center
Nov. 22	Duluth, GA	Arena @ Gwinnett Center

D

PROGRAMMING



Priestess Interview
Thurs 11/2 9:00 am ET
Montreal groove riffers Priestess grace the SIRIUS Studios for an interview with Keith Roth. Hear what all the buzz is about when singer Mikey Heppner introduces his band to you as they cover their Sabbath-induced beginnings, all the way to getting signed to a major label. Find out how these Candadian heathens got their big break and find out about thier current tour with Nashville Pussy. Plus, you'll hear an hour of music from Priestess' debut album, *Hello Master*, and more of the pure, hard, rock that you would expect to hear on Octane!

Rebroadcast: Tues., Nov. 14th @ 12 am ET.

Mike Patton from Peeping Tom Interview
Sat 11/11 10:00 am ET
Influential vocal genius Mike Patton drops by the SIRIUS Studios to talk with host Jose Mangin about his new band Peeping Tom and to give us a glimpse into his life, music and

An uncensored look into the world of pure hard rock from when grunge ruled the earth (Nirvana, Alice In Chains, Soundgarden and more) all the way to the current climate of rock tastemakers (System Of A Down, Linkin Park, Godsmack, Disturbed and more).

What we play: Rage Against The Machine, Shinedown, P.O.D., Staind, Foo Fighters, Nickelback, Tool, Korn, Pearl Jam, H.I.M. and so much more...

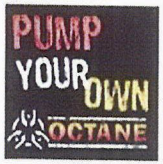
SIR NSS Ex. 3-D

business. Joined by fellow Peeping Tom member, the voice tweaking Rahzel (formerly of The Roots), the two discuss the creation and motivation behind the band, the video for their first single "Mojo," opening for The Who, and what the future holds for the group. From his music to his record label, Ipecac, to all his other shit, we could do a year long special, but for now enjoy this hour of Mike and his audio expressions from Peeping Tom, Faith No More, Fantomas, Tomahawk, Mr. Bungle, The Dillinger Escape Plan and others!

Rock-20
Sundays 1 pm ET
Replays Wednesdays 5 pm ET
Join Kayla as Octane counts down the 20 best new hard rock songs of the week as requested by YOU! Call the "Pipeline" at 1-877-33-SIRIUS, press 20 and request your favorite song. It's nothing but the best new hard rock, coast-to-coast on Octane's *Rock-20*!

See the **weekly playlists.**

Photograph by Matthew Placek.



Pump Your Own
Monday - Friday 9 pm ET
It's time for you to take control and "pump your own" Octane! Tune in to hear the top five most requested songs for the day hosted by El Covino! Call Octane's "Pipeline" @ 1-877-33-SIRIUS, hit 20 and then go to box #5 for "Pump Your Own!"

The Mash Pit
Monday - Friday 8 pm ET
So this is what it's like when worlds collide? Join host El Covino for a one song hip-hop/rock/collaboration/ mash-up feature. Hear jointz from System Of A Down w/ Wu-Tang Clan, Linkin Park w/ Jay-Z, Rage Against The Machine w/ Snoop Dogg, Korn w/ Ice Cube, Marilyn Manson w/ Eminem and more!

REQUESTS. DEDICATIONS.
CALL THE SIRIUS LISTENER LINE
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PHOTOS

MISS USA Tara Conner hosting Octane's Rock-20 Countdown and impressing the entire staff

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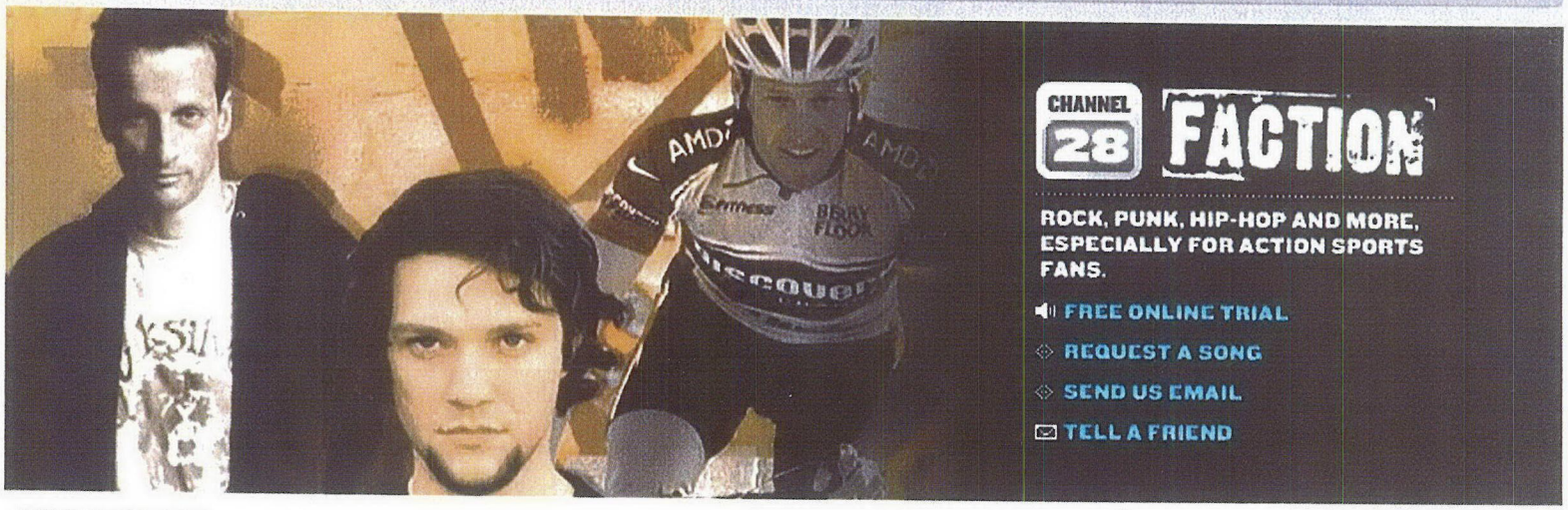

WHAT'S HOT

HANGIN' WITH SOCIAL DISTORTION

Mike Ness formed **Social Distortion** in the late '70s; if you told him back then that the band would still be rockin' in 2006, he probably would have laughed at you, spit on you, or kicked your ass. But the fact is, they're still here: through drug problems, death and lineup changes, not to mention a very fickle music industry. Some records have sold more than others, but Social D. has never let down their fans by giving in to trends. The band is on the road, and Mike stopped by recently; we talked about his solo records, hearing his music in movies and covering classic rock and country songs.

READ THE INTERVIEW

Where heelflips, handplants, half-pipes and hard rock join hip-hop and the biggest names in skateboarding, surfing, freestyle skiing and more. Faction is the music that defines the action sports lifestyle. Hear exclusive shows from Tony Hawk, Bam Margera, Kelly Slater, Lance Armstrong and more.

What we play: System of a Down, Eminem, Linkin Park, Beastie Boys, Snoop Dogg, Green Day, The Offspring, Pennywise, CKY, 50 Cent, My Chemical Romance, H.I.M. and many more.

PROGRAMMING

SIR NSS Ex. 3-E

Faction: Gettin' Scary on the RMS Queen Mary!
Tues 10/31 1:00 pm ET
This Halloween, Tully will be making like Haley Joel Osment. No, not with another DUI – but he will be seeing dead people! Join our fearless Faction afternoon host as he takes his show out of the studio and into the dark and freaky corridors of the RMS Queen Mary, a seventy-five year-old luxury cruise ship – and one of the most active sites of paranormal activity in all of North America.

Halloween Night with the Suicide Girls
Tues 10/31 10:00 pm ET
Halloween night, following special extra bone-chilling editions of *Tony Hawk's Demolition Radio* and Marky Ramone's *Punk Rock Blitzkrieg*, Faction welcomes some of the dead-sexy Suicide Girls. Spend two hours under the covers with SG's Reagan and Nixon, telling scary stories as they spin some of their favorite dark and daemonic music of the night.

Encore Presentations: Rob Zombie Halloween Special, and HIM-oween!
Wed 11/1 12:00 am ET
Join Faction late night on Halloween, as we open our vaults and unearth special encore presentations of the Rob Zombie Halloween Special, followed by Ville Valo of HIM and Faction's own Bam Margera, bringing you HIM-oween! Airs 12 am- 2 am ET.

D.I.Y. Radio
Sundays 8 pm ET
A lot of people think they could do a better job than Faction's DJs...and most of them are probably right. Come on, it ain't brain surgery! So, every Sunday night, we're inviting you to Do It Yourself. It's *DIY Radio*: we're choosing a different listener each week to hosting their very own show: you get to pick the music, say what you want, the whole nine! For your own shot at glory on *DIY Radio*, tell us why you think you're worthy at **RadioFaction.com**. Then tune in as Faction gives the power to the people, Sundays at 8 pm ET.

Radio Bam
Mondays 7 pm ET
Skateboarder and TV personality Bam Margera is the creator, producer, director & star of the hit MTV show Viva La Bam. He's also the co-creator and co-star of MTV's *Jackass* and *Jackass, The Movie*. Rebroadcasts Tuesdays at midnight ET, Saturdays at midnight ET and Sundays at 11 pm ET.

Get to know Bam here, and find out what he did on his latest show.

Tony Hawk's Demolition Radio
Tuesdays 7 pm ET
Step into Tony Hawk's world with *Demolition Radio* on SIRIUS' Faction channel. Rebroadcasts Wednesdays at midnight ET and Sundays at 10 pm ET.

See Hawk's playlists, guest photos and more.

REQUESTS. DEDICATIONS.
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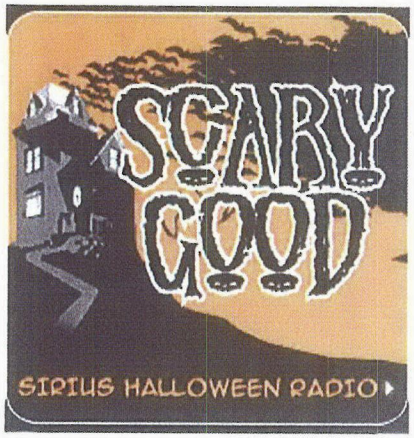
PHOTOS

Jukka from the Dudesons Bam Margera and Brandon Novak.

NEXT ›



SIRIUS SATELLITE RADIO AND FACTION'S own Jason Ellis featured in Tony Hawk's American Wasteland.

The Jason Ellis Show
Monday, Wednesdays to Friday 7 pm - 12 am ET
Tuesday 5 pm - 7 pm ET, 10 pm - Midnight ET
The question is this: Will Jason Ellis be able to sit still long enough to host his daily SIRIUS radio show? The go-go daredevil of professional skateboarding, motocross and the truly scary business of television sports commentary is also part of Team Faction. Jason will talk with celebrity guests from his many worlds of expertise and crank up the music that inspires him to ride the Mega Ramp. Listen at your own risk!

Faction Update
28 minutes after the hour
At 28 minutes after the hour, Sirius 28 Faction gives listeners a great big "F.U." with the Faction Update. Featuring the crack news team of A.D., Tully, and Winter Olympian Carrie Sheinberg, the *Faction Update* hooks you up with breaking news and insider info about the stuff you care about... namely, action sports and music! Get news that you won't hear about anywhere else, 28 minutes after the hour, every hour (well, almost every hour), on Faction.

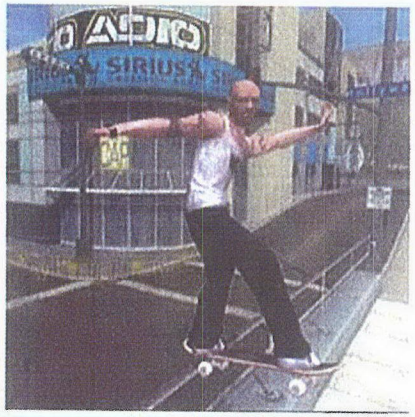
Armstrong Radio

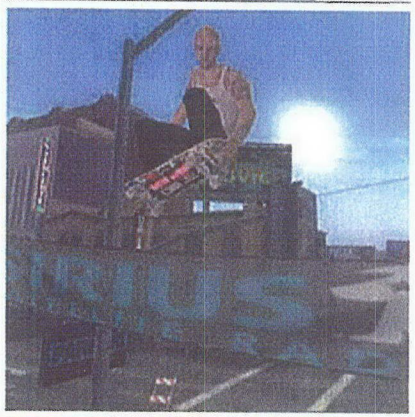
Lance Armstrong, one of the world's most recognized—and inspirational—athletes rides onto SIRIUS Faction! Armstrong, one of the greatest athletes of all time, will share his experiences, speak with listeners, bring on special guests and play his favorite music.

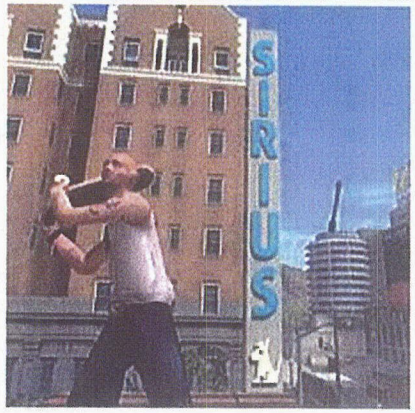
Keep up with Lance here.

Marky Ramone's Punk Rock Blitzkrieg
Tuesdays 8 pm ET
The Ramones weren't just a punk band: for many, they epitomized everything cool about punk rock. Listen Tuesday nights as long-time drummer Marky Ramone plays live, rare and archival Ramones material, plus music that influenced the band, and classic and contemporary punk. He'll also host live in-studio guests and take calls from listeners. That could be you... talking to one of the Ramones. Pretty cool.

Rebroadcasts Saturday nights at 10 pm ET on **SIRIUS Disorder // Ch. 24.**

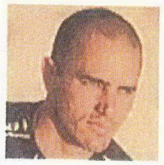






Hostile Takeover
Fridays 7 pm ET
Stars from the worlds of action sports, television and music take over the SIRIUS Studios

every Friday night as Faction presents Hostile Takeover. Each week we'll hand a new celebrity guest the keys to the satellite, give them full access to the SIRIUS music library and uncensored, unfiltered access to a nationwide audience.



Kelly Slater's Radio K-OS

All that lies between chaos and calm is what you'll hear on *Kelly Slater's Radio K-OS*, an exclusive show hosted by World Champion Surfer Kelly Slater on Faction.

Surf the world with Kelly.

The Moseley Method
Wednesdays 7 pm ET
Olympic and World Cup Champion Jonny Moseley brings *The Moseley Method* exclusively to SIRIUS Faction. From the pro sports world of the X Games and the Olympics to the cab drivers of San Francisco, Jonny will explore personalities galore, when the "King of the Bumps" talks about his experiences, interviews athletes and plays the music that gets him pumped up for competition. Female listeners should be warned in advance that Jonny was named one of *People* magazine's 50 Most Eligible Bachelors. Rebroadcasts Thursdays at midnight ET.

Hit the slopes with Jonny.

The Bode Show
Thursdays 7 pm ET
Hosted by Olympic Silver Medalist and 2005 World Cup Ski Champion Bode Miller. Rebroadcasts Fridays at midnight ET.

Get with the champ.

F

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ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:52 PM

SIRIUS SATELLITE RADIO

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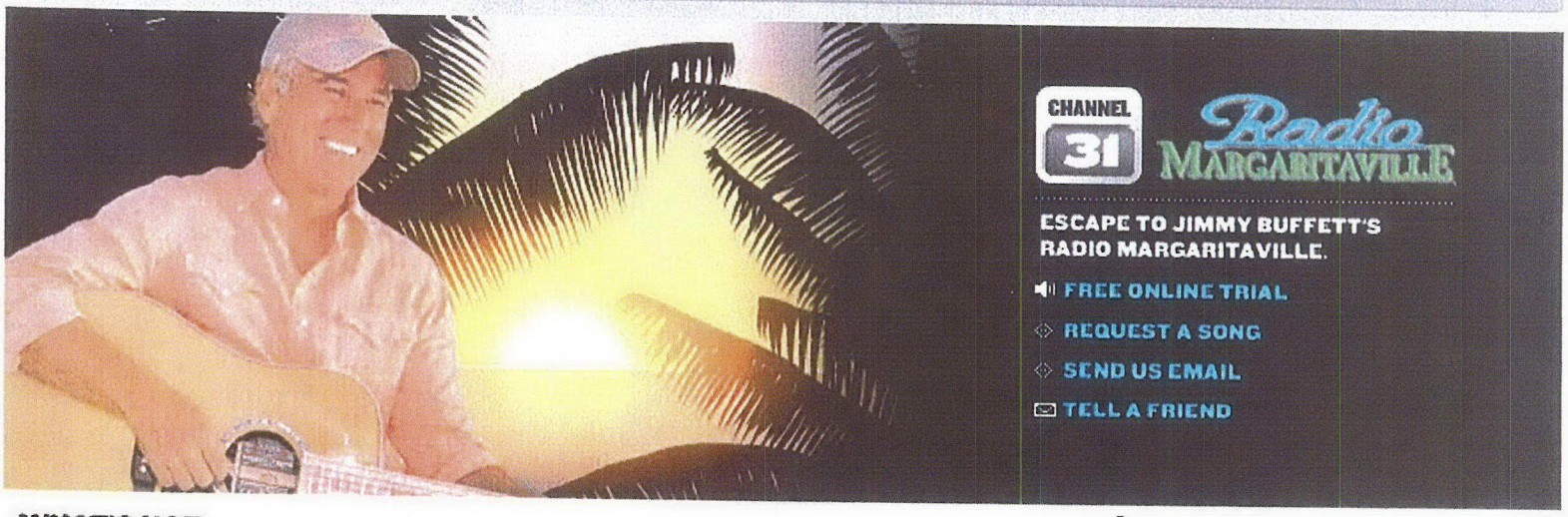
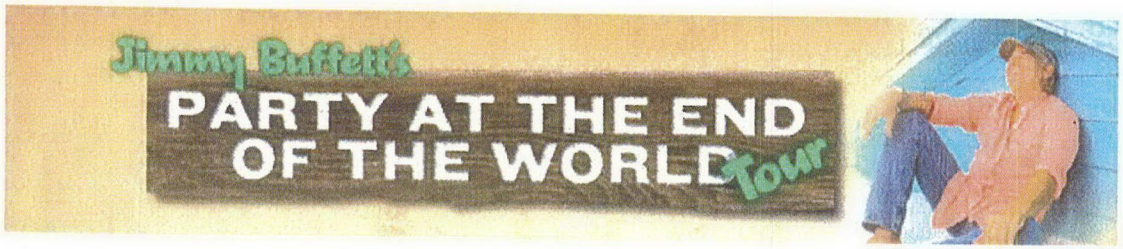


WHAT'S HOT



The one and only Jimmy Buffett is on the "**Party At the End of the World Tour**" and SIRIUS is bringing that party straight to you: EVERY concert on the tour will air LIVE on Radio Margaritaville! Yep, every one of Jimmy's concerts can be the soundtrack to your backyard bash... or your escape from reality! Just add margaritas, some cheeseburgers, your best mates, and escape to a live Margaritaville party with Jimmy Buffett.

Escape to Margaritaville. Parrotheads, your ship has come in. From multi-platinum singer, songwriter and author Jimmy Buffett comes a radio paradise of great music, live broadcasts of Buffett's concerts and other unique programs.

What we play: Jimmy Buffett, James Taylor, Little Feat, Bob Marley, Bonnie Raitt, Van Morrison, The Beach Boys, Harry Belafonte, The Eagles and many more.

SIR NSS Ex. 3-F

We'll connect backstage for exclusive interviews and backstage reports... and then we'll hand it to Jimmy to do the rest. The next stop on the "**Party At The End of the World Tour**" is:

Sat. 10/28 @ 10:30 pm ET Las Vegas, NV

NEW TOLL-FREE PARROTHEAD LISTENER CALL-IN LINE
1-866-55-PARROT

PROGRAMMING

Jimmy Buffett Concert Replay

Tues 10/31 8:00 pm ET

A Jimmy Buffett concert is a terrible thing to waste, so we're taking you back in time to relive the experience - whether you were there or not! These classic concerts are Jimmy at his very best, doing what he loves - performing for Parrotheads around the country.

This week: Jimmy Buffett's concert from Atlanta on November 5, 2001. It was right after 9/11: The World Series had stretched into November, as the country realized the healing powers of certain aspects of "normalcy." It's a special show from this week in 2001, starting Tuesday on Radio Margaritaville.

Feats at Five

Saturdays 5 am ET
(Re-air Sundays 5 pm ET)

Host Gary Bennett features music from 35 years of Little Feat recorded music.

The Savannah Daydreamin' Radio Hour

Most Saturdays at 10 am ET
(Re-air Sundays 10 pm ET)

Jimmy's daughter, Savannah Jane, Buffett plays picks from her stash.

The Buffett Buffet

Daily at 12 pm, 6 pm and Midnight ET

The Radio Margaritaville DJs gourge themselves with an hour's worth of Jimmy Buffett & The Coral Reefer Band requests.

G

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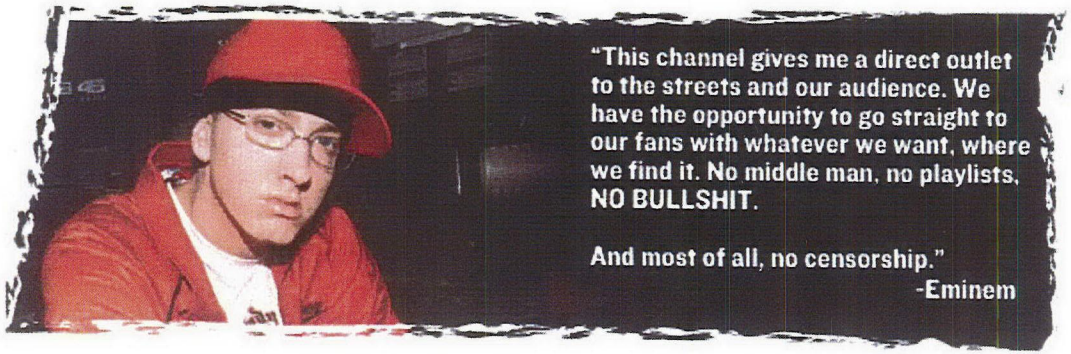

Completely uncensored hip-hop radio created by Eminem and SIRIUS. No filters, no commercial restrictions. On-air hosts and mixers who say whatever they want. Shade 45... the hype is real.

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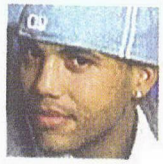
Sign up for updates, read Shade 45 DJ Angela Yee's blog, and more at **Shade45.com**

PROGRAMMING

DJ Cipha Sounds - The Cipha Sounds Effect w/Angela Yee
Monday to Friday 8 am - 12 pm ET
NY radio and club DJ Cipha Sounds and co-host Angela Yee are live every morning to help jumpstart your day the Shade 45 way.



Lil Shawn
Monday to Friday 12 pm - 4 pm ET
The Corporate Thug a.k.a. former Phoenix radio personality Lil Shawn always keeps it real and keeps your day moving along.

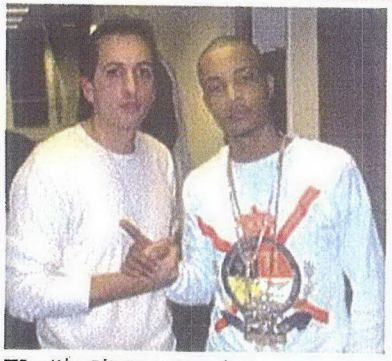
Rude Jude & Lord Sear - The All Out Show
Monday to Friday 4 pm - 8 pm ET
Nothing is safe or sacred when Pontiac, MI native Rude Jude and Harlem's own Lord Sear hit the airwaves to offer their unique perspectives.

Mashup Mondays with DJ Muggs
Mondays 10 pm - 12 am ET
Legendary DJ/Producer of Cypress Hill, House Of Pain and Soul Assassins fame, DJ Muggs plays the best in hip-hop/rock mash-ups from DJs and producers worldwide.

Toca Tuesdays with DJ Tony Touch
Tuesdays 8 pm - 12 am ET
Rebroadcast: Mondays 12am-4am ET
From clubs, to radio, to touring around the world, Tony Touch does it all. Catch him every week; reppin' the Rock Steady Crew, playing the best in new hip-hop and hanging with special guests.

Streetsweeper Radio with DJ Kay Slay
Wednesdays 8 pm - 12 am ET
Rebroadcast Sundays 8 pm - 12 am ET
Mixtape heavyweight from the streets, DJ Kay Slay The Drama King takes no shorts as he breaks out the heavy artillery with an arsenal full of exclusives, freestyles and guests.

PHOTOS



TI with Clinton Sparks.

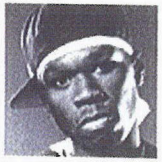
NEXT ›

Smashtime Radio with DJ Clinton Sparks
Thursdays 8 pm - 12 am ET
Rebroadcast Saturdays 8 pm - 12 am ET
Radio/Mixshow DJ of the year, mixtape kingpin, globe-trotting club DJ and hit-making producer Clinton Sparks is on his grind every Thursday night bringing the newest exclusives, custom remixes, special guests and much more to Shade 45, so get familiar!

The Aphilliates - The Streets Iz Watchin' w/DJ Drama, DJ Don Cannon & DJ Sense
Fridays 8 pm - 10 pm ET
Rebroadcast: Sunday 12 am - 2 am ET
Straight outta the ATL, DJ Drama, DJ Don Cannon and DJ Sense bring the hood to the radio playing the newest and best of the dirty south and all hoods coast-to-coast with plenty of freestyles and exclusives to boot.

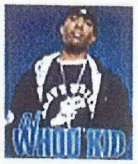
The Lord Sear Special – The Extended Drunk Mix
Fridays 10 pm - 12 am ET
When he's not on the *All Out Show* with Rude Jude or drunk by the bar, Lord Sear can be found behind the turntables playing rare unreleased joints, freestyles and special treats from his crates that will make you stop and say "Whoa"! (Grey Goose not included).

DJ Whoo Kid Presents: The Shadyville DJs
Saturdays 8 am - 10 am ET
DJ Whoo Kid is proud to present *The Shadyville DJs* – his collection of the top DJ's in the major markets all across the US and overseas. This weekly 2 hour mixshow will showcase the top Shadyville DJ's, providing listeners with non-stop exclusives from all parts of the US and international waters. Every Saturday from 8 am – 10 am ET, 2 different Shadyville DJ's will each showcase their talent with hour-long mixes. Prepare for non-stop music and excitement, right before the G's Up Morning Show and the entire line-up on G-Unit Radio! Powwwwww!!!!!!



G Unit Saturdays Featuring DJ Whoo Kid
Saturdays 10 am - 8 pm ET
G-Unit Saturdays blows up on Shade 45 with 50 Cent! 50 brings his A-game to SIRIUS every Saturday with a whole day of original programming, featuring exclusive music, interviews, freestyles, special guests and other surprises provided by G-Unit's DJ Whoo Kid! Check out the full lineup of programs below:

GGGG's Up Morning Show
Saturdays 10 am - 1 pm ET
Start your Saturday mornings off proper with DJ Whoo Kid, Dan The Man and Coach PR.



G-Unit Radio featuring DJ Whoo Kid
Saturdays 1 pm - 5 pm ET
DJ Whoo Kid is behind the turntables playing the latest and greatest exclusives, and freestyles with plenty of special celeb interviews.

The Gomez Brothers
Saturdays 5 pm - 8 pm ET
Insult kings the Gomez Brothers deliver offensive material for everyone, whether it's a celeb guest or caller.

Rep Yo Set
Sundays 3 pm - 5 pm ET
Check out *Rep Yo Set* – a mixshow that showcases a different DJ from a different region of the country each week representing for their hometown. Hear the illest DJs from across the country spinning special custom mixes that you'll only hear on Shade 45! Make sure to tune in and check it out!

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PROGRAMMING

Swingers Delight
Saturday 8 pm - 11 pm ET
The joint is jumpin' with three solid hours of the greatest big bands and singers of the swing era featuring Benny Goodman, Count Basie, Ella Fitzgerald, Glenn Miller, Fats Waller and Tommy Dorsey.

The Great American Songbook as sung - and swung - by the classic artists of our time. The perfect mix of yesterday's giants like Frank Sinatra, Sammy Davis, Jr. and Dean Martin with today's coolest singers including Diana Krall, Harry Connick, Jr., and Michael Buble. When you're ready to swing, enjoy the big band sounds of Benny Goodman, Glenn Miller and Tommy Dorsey that keep this joint jumpin'!

You'll hear timeless favorites like: "It Had To Be You", "As Time Goes By", "In The Mood", "Beyond The Sea," "Over The Rainbow", "Take

SIR NSS Ex. 3-H

The 'A' Train", "Volare" and "Fly Me To The Moon".

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PHOTOS

Michael Buble

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PROGRAMMING

Metropolitan Opera Radio Performances
Sunday, October 29, 2006
6:00 AM
Mozart: *Cosi fan tutte*
4/9/88-Epstein; te Kanawa, Montague, Hong, Rendall, Hagegard, Cheek

9:00 AM
Massenet: *Manon*
12/18/54-Monteux; de Los Angeles, Valletti, Corena, Hines

12:00 PM
Tchaikovsky: *The Queen of Spades*
2/14/04-Jurowski; Dalayman, Zaremba, Palmer, Domingo, Putilin, Chernov

3:00 PM
Mozart: *Le Nozze di Figaro*

Metropolitan Opera Radio offers up to four live broadcasts weekly during the 2006-07 season as well as an amazing collection of live recordings, newly restored and re-mastered, from the Met's illustrious radio broadcast history.

Stay connected to the Met's rich past and exciting present. With Metropolitan Opera Radio you can listen, day and night, to many of the finest performances ever recorded.

Listen Now

SIR NSS Ex. 3-I

2/7/87-Levine; Soderstrom, Battle, von Stade, van Dam, Hynninen

6:00 PM
Verdi: *Il Trovatore*
2/4/61-Cleva; Price, Dalis, Corelli, Sereni, Wilderman

9:00 PM
NPR's World of Opera

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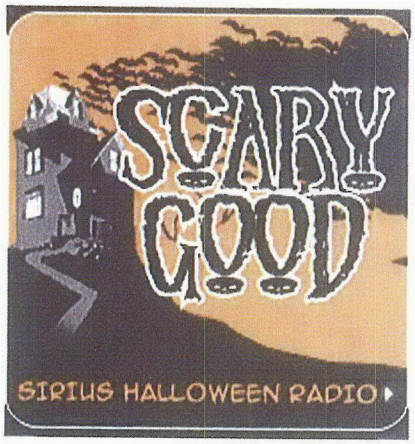

Metropolitan Opera Radio Performances
Monday, October 30, 2006
6:00 AM
Verdi: *La Forza del Destino*
3/12/77-Levine;Price,Domingo,MacNeil,Elias

9:00 AM
Wagner: *Das Rheingold*
3/25/00-Levine;Hong,Schwarz,Svenden,Morris

12:00 PM
Massenet: *Thais*
1/28/78-Pritchard;Sills,Milnes,Gibbs,Morris

3:00 PM
Verdi: *I Vespri Siciliani*
3/9/74-Levine;Caballe,Gedda,Milnes

8:00 PM
Mascagni: *Cavalleria rusticana* (LIVE FROM THE MET)
Armiliato;Guleghina,Farina,Maestri
Leoncavallo: *I Pagliacci* (LIVE FROM THE MET)
Armiliato;Racette,Licitra,Rucker

Metropolitan Opera Radio Performances
Tuesday, October 31, 2006
6:00 AM
Mozart: *Die Entfuhrung aus dem Serail* 3/24/90-Levine;Devia,Heilmann,Moll,Magnusson

9:00 AM
Bizet: *Carmen*
1/9/37-Papi;Ponselle,Bodanya,Rayner

12:00 PM
Wagner: *Der Fliegende Hollander*
12/30/50-Reiner;Varnay,Hotter,Nilsson

3:00 PM
Verdi: *Macbeth*
2/21/59-Leinsdorf;Warren,Rysanek,Bergonzi

6:00 PM
Gounod: *Faust*
1/30/43-Beecham;Albanese,Browning,Votipka

9:00 PM
Saint-Saens: *Samson et Dalila*
2/28/98-Slatkin;Graves,Domingo,Leiferkus

Metropolitan Opera Radio Performances
Wednesday, November 1, 2006
6:00 AM
Massenet: *Thais*
1/28/78-Pritchard;Sills,Milnes,Gibbs,Morris

9:00 AM
Donizetti: *L'elisir d'amore*
2/19/72-Franci;Scotto,Bergonzi,Corena

12:00 PM
Verdi: *La Forza del Destino*
3/12/77-Levine;Price,Domingo,MacNeil,Elias

3:00 PM
Wagner: *Das Rheingold*
3/25/00-Levine;Hong,Schwarz,Svenden,Morris

8:00 PM
Puccini: *Tosca* (LIVE FROM THE MET)
Luisotti;Gruber,Cura,Morris

Metropolitan Opera Radio Performances
Thursday, November 2, 2006
6:00 AM
Wagner: *Der Fliegende Hollander*
12/30/50-Reiner;Varnay,Hotter,Nilsson

9:00 AM
Gounod: *Faust*
1/30/43-Beecham;Albanese,Browning,Votipka

12:00 PM
Verdi: *Macbeth*
2/21/59-Leinsdorf;Warren,Rysanek,Bergonzi

3:00 PM
Bizet: *Carmen*
1/9/37-Papi;Ponselle,Bodanya,Rayner

8:00 PM

Verdi: *Rigoletto* (LIVE FROM THE MET)
Haider;Siurina,Herrera,Calleja,Pons,Burchuladze

Metropolitan Opera Radio Performances
Friday, November 3, 2006
6:00 AM
Saint-Saens: *Samson et Dalila*
2/28/98-Slatkin;Graves,Domingo,Leiferkus

9:00 AM
Verdi: *I Vespri Siciliani*
3/9/74-Levine;Caballe,Gedda,Milnes

12:00 PM
Mozart: *Die Entfuhrung aus dem Serail*
3/24/90-Levine;Devia,Heilmann,Moll,Magnusson

3:00 PM
Massenet: *Thais*
1/28/78-Pritchard;Sills,Milnes,Gibbs,Morris

6:00 PM
Donizetti: *L'elisir d'amore*
2/19/72-Franci;Scotto,Bergonzi,Corena

9:00 PM
Wagner: *Das Rheingold*
3/25/00-Levine;Hong,Schwarz,Svenden,Morris

Metropolitan Opera Radio Performances
Saturday, November 4, 2006
6:00 AM
Verdi: *Macbeth*
2/21/59-Leinsdorf;Warren,Rysanek,Bergonzi

9:00 AM
Wagner: *Der Fliegende Hollander*
12/30/50-Reiner;Varnay,Hotter,Nilsson

12:00 PM
Gounod: *Faust*
1/30/43-Beecham;Albanese,Browning,Votipka

3:00 PM
Verdi: *La Forza del Destino*
3/12/77-Levine;Price,Domingo,MacNeil,Elias

8:00 PM
Puccini: *Madama Butterfly* (LIVE FROM THE MET)

Fisch;Gallardo-Domas,Zifchak,Giordani,Croft

Metropolitan Opera Radio Performances
Sunday, November 5, 2006
6:00 AM
Verdi: *I Vespri Siciliani*
3/9/74-Levine;Caballe,Gedda,Milnes

9:00 AM
Mozart: *Die Entfuhrung aus dem Serail*
3/24/90-Levine;Devia,Heilmann,Moll,Magnusson

12:00 PM
Saint-Saens: *Samson et Dalila*
2/28/98-Slatkin;Graves,Domingo,Leiferkus

3:00 PM
Donizetti: *L'elisir d'amore*
2/19/72-Franci;Scotto,Bergonzi,Corena

6:00 PM
Bizet: *Carmen*
1/9/37-Papi;Ponselle,Bodanya,Rayner

9:00 PM
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