

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

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

**INTRODUCTORY MEMORANDUM
TO THE WRITTEN DIRECT
STATEMENT OF SIRIUS SATELLITE RADIO INC.**

Sirius Satellite Radio Inc. (“Sirius”) submits this introductory memorandum of its written direct statement for the convenience of the Copyright Royalty Judges. This proceeding concerns, among other things, the sound recording fees applicable to the service Sirius provides (the “Sirius/Dish Service”) by transmitting certain channels of its audio programming service over EchoStar’s Dish Network satellite television service (“Dish Network”). Sirius presents the testimony of Douglas Kaplan and Steve Blatter and joins with XM Satellite Radio Inc. in presenting the testimony of Dr. Tasneem Chipty.

Sirius proposes a fee based on Dr. Chipty’s analysis equal to \$0.001235 per subscriber per month for the performance and ephemeral recording rights at issue in this proceeding. The proposed fee will apply from the inception of the service through the term applicable to this proceeding. For years after 2008, Sirius proposes that the rate should be adjusted by the Producer Price Index for Cable Networks. Sirius also proposes payment terms and notice and recordkeeping terms.

Sirius' witnesses testify as follows:

Douglas A. Kaplan, Sirius' Senior Vice President for Business Affairs and Business Development, Entertainment and Sports, testifies that primary business of Sirius is its subscription Satellite Digital Audio Radio Service (the "SDARS Service"), offering more than 130 channels of music, sports, news, talk and entertainment programming. He also testifies that the Sirius/Dish Service is provided by Sirius to expose the Sirius SDARS Service to potential new subscribers. Mr. Kaplan testifies that [[

]] Mr. Kaplan also explains that, because sound recording copyright owners are compensated for the SDARS Service, any obligation to pay royalties for the Sirius/Dish Service would be double counting. Mr. Kaplan will describe Sirius' proposed fee and terms.

Steve Blatter is Senior Vice President for Music Programming at Sirius, supervising employees who create and maintain the 64 Sirius music channels. His 20+ year career has been in radio programming and marketing at the local and national levels. He has had extensive dealings with record companies as they seek radio air time to promote their sales. He will testify that Sirius is part of the radio industry, but its music channels (i) face additional and unique challenges, (ii) provide enormous added value to listeners, and (iii) confer valuable promotional benefits on record companies. He will explain what Sirius must do to select, develop, test, market, and implement its 64 music channels, showing that the Sirius presentations are highly creative in themselves and make available a great deal of music that listeners otherwise would never encounter via

the inherently limited play lists of ordinary terrestrial radio. He also will discuss how record companies covet the promotional benefits of Sirius air time and make extensive efforts to persuading Sirius to play their music – which they provide to Sirius for free.

Dr. Tasneem Chipty, a Vice President at CRA International, analyzes what would be a reasonable royalty in this proceeding to be paid in a competitive market by a willing music programming service to a willing seller, for the provision of digital audio channels to be offered as part of a bundled package of channels by a television service to its residential consumers. Specifically, Dr. Chipty estimates both a reasonable royalty rate and a reasonable attributed revenue base.

With regard to the reasonable royalty rate, Dr. Chipty analyzes three potential benchmarks available for determining the rate in this proceeding: ASCAP and BMI's recent proposals to Sirius for use of musical works rights in public performances on DISH, Music Choice's rate with BMI, and the pre-existing digital audio radio subscription services rate applicable to pre-existing subscription services. She then considers adjustments to account for material differences between the benchmarks and the XM and Sirius services at issue in this proceeding. Upon consideration of available benchmarks, Dr. Chipty concludes that a competitive rate under the willing buyer – willing seller standard ranges between [[]] of revenues earned for providing a bundle of audio music channels delivered over a television service.

With regard to the reasonable attributed revenue base, Dr. Chipty testifies that Sirius' and XM's core business is subscription satellite radio direct to the consumer, and that the significance to Sirius and XM of carriage on satellite television stems from its subscriber acquisition value in attracting new subscribers to that core line of business.

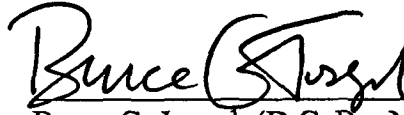
Dr. Chipty concludes that consideration of the terms of Sirius and XM's agreements with DISH and DirecTV suggests that the actual value associated with the agreements is difficult to interpret. She also testifies that these terms conflate the direct value of providing music content to a television system with the promotional value of carriage on a television system to Sirius and XM's satellite radio services.

Accordingly, Dr. Chipty estimates an attributed revenue base for Sirius and XM based on the revenues earned by Music Choice, one of the pre-existing services, from cable operators for provision of a bundle of audio music channels to be sold as part of a larger package of video programming. She concludes that these attributed revenues based on Music Choice provide an upper bound on a reasonable revenue base for Sirius on the DISH Network and XM on DirecTV. Dr. Chipty testifies that, at most, these XM and Sirius services should generate [[]] per subscriber per month for a bundle of audio music channels for distribution to residential subscribers.

Using the lower end of her proposed royalty rate and her attributed revenue base, Dr. Chipty calculates a per subscriber royalty fee of 0.1235 cents per month. She testifies that, adjusted annually for inflation using the Cable Networks Producer Price Index, such a per subscriber fee is in the range she estimates for a reasonable royalty. Dr. Chipty

testifies that her analysis of both the reasonable royalty rate and the reasonable attributed revenue base is conservative, and on balance overstates the appropriate fee.

Respectfully submitted,



Bruce G. Joseph (D.C. Bar No. 338236)
Michael L. Sturm (D.C. Bar No. 422338)
Thomas W. Kirby (D.C. Bar No. 915231)
Karyn K. Ablin (D.C. Bar No. 454473)
Matthew J. Astle (D.C. Bar No. 488084)
WILEY REIN & FIELDING LLP
1776 K St NW
Washington, DC 20006
tel.: (202) 719-7258
fax (202) 719-7049
bjoseph@wrf.com, msturm@wrf.com,
tkirby@wrf.com, kablin@wrf.com
mastle@wrf.com

Counsel for Sirius Satellite Radio Inc.

October 30, 2006

Rates and Terms

PART 26 -- RATES AND TERMS FOR SUBSCRIPTION TRANSMISSIONS AND THE REPRODUCTION OF EPHEMERAL RECORDINGS BY NEW BUNDLED SUBSCRIPTION SERVICES

Sec.

26_.1 General.

26_.2 Definitions.

26_.3 Royalty fees for public performance of sound recordings and the making of ephemeral recordings.

26_.4 Administrative provisions.

26_.5 Confidential information and statements of account.

26_.6 Notice and Recordkeeping.

§ 26_.1 General.

(a) Scope. This part 26_ establishes rates and terms of royalty payments for the public performance of sound recordings and the reproduction of multiple ephemeral recordings by new digital audio services offered by a television programming services in accordance with the provisions of 17 U.S.C. §§ 112(e) and 114 for the period from November 1, 2005, through December 31, 2012.

(b) Relationship to voluntary agreements. Notwithstanding the royalty rates and terms established in this part, the rates and terms of any license agreements entered into by Copyright Owners and Licensees shall apply in lieu of the rates and terms of this part to transmissions within the scope of such agreements.

§ 26_.2 Definitions.

For purposes of this part, the following definitions shall apply:

(a) "Copyright Owner" is a sound recording copyright owner who is entitled to receive royalty payments under 17 U.S.C. § 112(e) or 114(g).

(b) A "Designated Agent" is any agent designated by the Librarian of Congress for the receipt and distribution of royalty payments made pursuant to this part.

(c) "Licensee" means an owner or operator of a digital audio service that is offered by a television service provider, and includes the Licensee's parent, subsidiaries and divisions.

(d) "Term" means the period commencing November 1, 2005, and continuing through December 31, 2012.

§ 26_3 Royalty fees for public performances of sound recordings and the making of ephemeral recordings.

(a) Royalty. Commencing with the first calendar quarter following the setting of the rate and continuing through December 31, 2012, the quarterly royalty fee to be paid by a Licensee for the public performance of sound recordings pursuant to 17 U.S.C. § 114(d)(2) and the making of any number of ephemeral phonorecords to facilitate such performances pursuant to 17 U.S.C. § 112(e) shall be calculated as 0.1235 cents (\$0.001235) per month per subscriber times the average number of monthly United States subscribers of the television service who receive Licensee's audio service.

(b) Payments. Payments made by a Licensee shall be due 60 days after the close of each calendar quarter for which the payment is being made.

(c) Late Fee. If a Licensee fails to make any payment under this part when due and following ten days after receipt of written notice from a Designated Agent, the Licensee shall pay a late fee on any overdue amount of 0.50% per month, or the highest lawful rate, whichever is lower, from the date of receipt of written notice until the date full payment is received by a Designated Agent.

(d) Weekends and Holidays. In the event the deadline for any payment due under this part falls on a day which is not a business day, payment shall be due on the next business day.

(e) Revenue Adjustment. Beginning in January 2009, the Attributable Monthly Subscriber Revenue shall be adjusted annually according to the Bureau of Labor Statistics Producer Price Index for Cable Networks, in comparison to January 2008.

(f) Past Payment. Payments for the license period prior to the first calendar quarter following the setting of the rate shall be made along with the first payment following the setting of the rate.

§ 26_4 Administrative provisions.

(a) Audit.

(i) A Designated Agent may audit compliance by the Licensee with the royalty payment provisions of these regulations. If there is more than one Designated Agent, all Designated Agents shall mutually retain a single auditor to perform a single audit on a Licensee.

(ii) An audit pursuant to this section may be conducted no more than once every three (3) years, and no more than once in any given year. An audit of any year in the Term may be conducted only once. Audits shall be conducted during regular business hours, at a mutually agreeable time; provided that an audit shall commence no later than 90 days following a written request for audit.

(iii) Audits shall be performed by an independent auditor according to generally accepted auditing standards.

(iv) If as a result of the audit the parties agree or, in the absence of such agreement there is a final determination, that a Licensee has underpaid royalties by 10 or more percent, within 60 days of such determination the Licensee shall pay the amount of the underpayment with interest at the rate provided in 28 U.S.C. § 1961, plus reasonable out-of-pocket costs incurred by the auditor.

(v) If as a result of the audit the auditor determines that a Licensee has overpaid royalties, the Licensee may credit against future royalty payments the amount of such overpayment plus interest accrued at the rate provided in 28 U.S.C. § 1961, and shall pay the Licensee's reasonable out-of-pocket costs incurred from the audit.

§ 26.5 Confidential information and statements of account.

(a) For purposes of this part, confidential information shall include statements of account and any information pertaining to the statements of account designated as confidential by the Licensee filing the statement. Confidential information shall also include any information so designated in a confidentiality agreement which has been duly executed between a Licensee and an interested party, or between one or more interested parties; *Provided* that all such information shall be made available, for the verification proceedings provided for in §§2.4 of this part.

(b) Licensee shall submit quarterly statements of account on a form provided by the agent designated to collect such forms and the quarterly royalty payments.

(c) A statement of account shall include only such information as is necessary to compute the accompanying royalty payment. Additional information beyond that which is sufficient to verify the calculation of the royalty fees shall not be required or included on the statement of account.

(d) Access to the confidential information pertaining to the royalty payments shall be limited to:

(i) Those employees, agents, consultants and independent contractors of the designated agent, subject to an appropriate confidentiality agreement, who are engaged in the collection and distribution of royalty payments hereunder and activities directly related hereto, who are not also employees or officers of a sound recording copyright owner or performing artist, and who, for the purpose of performing such duties during the ordinary course of employment, require access to the records; and

(ii) An independent and qualified auditor who is not an employee or officer of a sound recording copyright owner or performing artist, but is authorized to act on behalf of the interested copyright owners with respect to the verification of the royalty payments.

(e) The designated agent or any person identified in paragraph (d) of this section shall implement procedures to safeguard all confidential financial and business information, including, but not limited to royalty payments, submitted as part of the statements of account, using a reasonable standard of care, but no less than the same degree of security used to protect confidential financial and business information or similarly sensitive information belonging to the designated agent or such person.

(f) Books and records relating to the payment of the license fees shall be kept in accordance with generally accepted accounting principles for a period of three years. These records shall include, but are not limited to, the statements of account, records documenting an interested party's share of the royalty fees, and the records pertaining to the administration of the collection process and the further distribution of the royalty fees to those interested parties entitled to receive such fees.

§ 26_.6 Notice and Recordkeeping.

(a) General. This Exhibit prescribes rules under which Licensees shall serve copyright owners with notice of use of their sound recordings, what the content of that notice should be, and under which records of such use shall be kept and made available.

(b) Definition. A "*Report of Use of Sound Recordings Under Statutory License*" (sometimes referred to as a "*Report of Use*") is the sole report of use required to be provided by a Licensee under this Agreement.

(c) Service. Reports of Use shall be served upon SoundExchange. Licensees shall have no obligation to provide Reports of Use for any period prior to January 1, 2006. Licensees shall serve Reports of Use on SoundExchange by no later than the ninetieth day after the close of each month. Reports of Use shall be served, by certified or registered mail, or by other means provided in SoundExchange's "File and Reports of Use Delivery Specifications" filed in the Copyright Office in Docket No. RM 2002-1B or agreed upon by a Licensee and SoundExchange.

(d) Content.

(1) A "Report of Use of Sound Recordings under Statutory License" shall be identified as such by prominent caption or heading, and shall include a Licensee's intended or actual playlist for each channel and each day of the reported month, except that no reporting requirement shall apply to channels reasonably classified as news, talk or sports. Subject to paragraph (d)(2) of this Exhibit, each intended or actual playlist shall include a consecutive listing of every recording scheduled to be or actually transmitted, as the case may be, and shall contain the following information in the following order:

(A) The name of the service or entity;

(B) The channel;

- (C) The sound recording title;
- (D) The featured recording artist, group, or orchestra;
- (E) The retail album title;
- (F) The marketing label of the commercially released and available album or other product on which the sound recording is found;
- (G) The catalog number for albums or other products commercially released;
- (H) The International Standard Recording Code (ISRC) embedded in the sound recording, where available and feasible, for albums or other products commercially released after 1998;
- (I) Where available, the copyright owner information provided in the copyright notice on the retail album or other product (e.g., following the symbol © (the letter P in a circle) or, in the case of compilation albums created for commercial purposes, in the copyright notice for the individual sound recording, for commercially released albums or other products;
- (J) The date of transmission;
- (K) The time of transmission; and
- (L) The release year of the retail album or other product (as opposed to an individual sound recording), as provided in the copyright notice on the retail album or other product (e.g., following the symbol © (the letter C in a circle), if present, or otherwise following the symbol © (the letter P in a circle)), for commercially released albums or other products.

(2) Notwithstanding paragraph (d)(1) of this Exhibit –

(A) In the case of programming provided to a Licensee by a third party programmer –

(i) if such programming is provided to the Licensee under a contract entered into before the Execution Date and not thereafter amended or renewed, then the Licensee shall have no obligation to provide Reports of Use with respect to that programming; and

(ii) the Licensee shall use commercially reasonable efforts to include in any new contract for programming, or any amendment or renewal of such a contract, a requirement that the provider of programming provide the Licensee the information required by

paragraph (d)(1) of this Exhibit, or in the case of programming consisting of simultaneous retransmission of an over-the-air terrestrial AM or FM radio broadcast by a broadcaster that also transmits such programming over the Internet, such information as may from time to time be required by Copyright Office regulations relating to the broadcaster's transmissions over the Internet, and the Licensee shall provide SoundExchange Reports of Use containing the information provided by the third party programmer.

In any case in which a Licensee does not provide Reports of Use for programming provided to a Licensee by a third party programmer, the Licensee shall report to SoundExchange the relevant channel and the reason it is unable to provide such Reports of Use.

(B) Licensees only shall be required to provide the information identified in paragraph (d)(1)(C) through (I) and (L) of this Exhibit to the extent that such information can be provided using commercially reasonable efforts.

(C) Licensees shall not be required to provide information with respect to an incidental performance that both: (i) makes no more than incidental use of sound recordings including, but not limited to, brief musical transitions in and out of commercials or program segments, brief performances during news, talk and sports programming, brief background performances during disk jockey announcements, brief performances during commercials of sixty seconds or less in duration, or brief performances during sporting or other public events, and (ii) other than ambient music that is background at a public event, does not contain an entire sound recording and does not feature a particular sound recording of more than thirty seconds (as in the case of a sound recording used as a theme song).

(e) Signature. Reports of Use shall include a signed statement by the appropriate officer or representative of the Licensee attesting, under penalty of perjury, that the information contained in the Report is believed to be accurate and is maintained by the Service in its ordinary course of business. The signature shall be accompanied by the printed or typewritten name and title of the person signing the Report, and by the date of signature.

(f) Other Media. If a Licensee makes digital audio transmissions of sound recordings in any medium other than through its SDARS, reports containing the elements set forth in paragraph (d) of this Exhibit shall be deemed to satisfy the Licensee's obligations to identify the sound recordings used in such transmissions (in contrast to any obligations the Licensee may have under applicable regulations to provide information concerning matters other than the identity of such sound recordings).

(g) Format. Reports of Use shall be provided in accordance with SoundExchange's "File and Reports of Use Delivery Specifications" filed in the Copyright Office in Docket No. RM 2002-1B.

(h) Confidentiality.

1.1 (1) Definition. "Confidential Information" means information submitted by a Licensee to SoundExchange in a Report of Use that is uniquely specific to Licensee, including without limitation, the number of performances made by the Licensee and the identification of particular sound recordings as having been performed by the Licensee, but not any information that at the time of delivery to Sound Exchange is generally known to the public or subsequently becomes generally known to the public through no fault of SoundExchange, including without limitation, information identifying sound recordings themselves.

1.2 (2) Use of Confidential Information. SoundExchange shall not use any Confidential Information for any purpose other than royalty collection and distribution, determining and enforcing compliance with statutory license requirements and the requirements of this Agreement, and activities directly related to the foregoing; provided that SoundExchange may report Confidential Information to its members in a form in which information pertaining to both Licensees is aggregated with information pertaining to other statutory licensees such that Confidential Information pertaining to Licensees, either individually or collectively, cannot readily be identified.

1.3 (3) Disclosure of Confidential Information. Access to Confidential Information shall be limited to those employees, agents, attorneys, consultants and independent contractors of SoundExchange, subject to an appropriate confidentiality agreement, who are not also employees or officers of a Copyright Owner or Performer, and who, for the purpose of performing such duties during the ordinary course of their work, require access to Confidential Information. SoundExchange also may disclose Confidential Information to a successor or assignee permitted by this Agreement.

(i) Documentation. Licensees shall, for a period of at least three years from the date of service of the Report of Use, keep and retain a copy of the Report of Use.

(j) Regulation. If the Copyright Royalty Board, the Librarian of Congress, or other judicial body, or administrative or regulatory agency adopts regulations for Notice and Recordkeeping or Reports of Use, applicable to Licensees or other services under the § 114(d) statutory license, that are considered by a Licensee to be in the aggregate more favorable than those set forth in this section, Licensee shall inform SoundExchange within 90 days thereafter if Licensee determines to provide Reports of Use pursuant to such other regulations.

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

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

Written Direct Testimony of Douglas A. Kaplan

1. I am Douglas A. Kaplan, Senior Vice President for Business Affairs and Business Development, Entertainment and Sports, of Sirius Satellite Radio Inc. (“Sirius”). I offer this statement in support of Sirius’ written direct statement in this proceeding.
2. Sirius is filing this written direct statement with respect to the transmission of certain channels of its audio programming service (the “Sirius/Dish Service”) over the Dish Network satellite television service (“Dish Network”).
3. The primary business of Sirius is its subscription Satellite Digital Audio Radio Service (the “SDARS service”), offering more than 120 channels of music, sports (including, among others, the NFL, and NBA), news (including, among others, Fox News, CNN and NPR), talk (including, among others things, political talk) and other entertainment programming (including among others, Howard Stern and Martha Stewart) to its subscribers over its satellite system. The Sirius SDARS service is a “preexisting satellite digital audio radio service” (“Preexisting SDARS”) under section 114 of the Copyright Act. The statutory license fees for Preexisting SDARS will be established in the Preexisting Services Proceeding, Docket No. 2006-1 CRB DSTRA, which is occurring contemporaneously with this proceeding.

4. Prior to assuming my current position, I was Vice President and Deputy General Counsel of Sirius. In that capacity, I negotiated the agreement with EchoStar Communications Corp. and its affiliates (collectively "EchoStar") pursuant to which channels from the Sirius SDARS service are provided over the Dish Network to subscribers of the Dish Network. The Sirius channels are included in all but the most basic of the video packages made available to Dish subscribers. Subscribers are not charged any additional fee for receiving the Sirius channels and Dish did not change its package prices when the Sirius channels were added. [[

]]

5. [[

]] Sirius' business depends upon its gaining SDARS subscribers, and it has found that one effective method for introducing the service to consumers is through sampling, or allowing people to listen to the various channels of its service. Sirius' agreement with EchoStar was a way to expose the Sirius SDARS service to millions of potential subscribers.

6. [[

]]

7. The marketing and exposure benefits gained by Sirius from its agreement with EchoStar are designed to, and indeed do, accrue completely to the SDARS service. Record companies and performing artists already receive royalties from Sirius for its provision of the SDARS service and those royalty fees will be established in the Preexisting Services Proceeding. Any added obligation by Sirius to pay royalties under the EchoStar agreement based on the marketing and exposure benefits received by Sirius would be double counting.

8. Notwithstanding the fact that Sirius believes the value of the EchoStar agreement is exposure of its SDARS service and that royalties are double-payments, Sirius has been paying sound recording performance royalties as a Preexisting Subscription Service [[

]] That fee was originally set based on our incomplete understanding of what Music Choice paid SoundExchange for its preexisting subscription service as a show of good faith and to avoid controversy with SoundExchange.¹

[[

¹ Our attempt to avoid controversy with SoundExchange failed. Despite the fact that SoundExchange took our money as a PSS, and would not yet be entitled to any payments if the Sirius/Dish Service were a New Subscription Service, SoundExchange nevertheless claimed that the service was a New Subscription Service. SoundExchange's position on the status of the Sirius/Dish Service was recently upheld by the Copyright Office; we, therefore, have advanced paid a substantial amount to which SoundExchange was not entitled.

]]

9. The current regulations call for preexisting subscription services to pay 7.25% of their monthly gross revenue. 68 Fed. Reg. 39,837, 39,840 (July 3, 2003). This rate applies to music services offered in a bundle with cable or satellite television packages in the same manner as the Sirius/Dish Service.

10. We understand that the 7.25% rate was negotiated in settlement of a rate proceeding, and it was established in the context of ongoing litigation in the BMI Rate Court between Music Choice and BMI. In that case, BMI was seeking a fee of 3.75% of the licensee's revenues. Music Choice was offering to pay 1.75% of its revenue. The Court of Appeals, on January 14, 2003, had just reversed the district court's initial decision to adopt Music Choice's proposed 1.75% fee. *United States v. BMI (In re Application of Music Choice)*, 316 F.3d 189 (2nd Cir. 2003). On remand, the district court adopted BMI's proposed 3.75% rate. That decision also was vacated by the Court of Appeals.

11. BMI and Music Choice ultimately settled their dispute. We are not privy to the settlement, [[

]] In the meantime, Sirius has received firm offers for its Sirius/Dish Service from both ASCAP and BMI at rates of [[

]] The aggregate fee for all musical works performance rights for services such as the Sirius/Dish Service will, therefore, be at most [[]] plus a small increment to account for SESAC's repertory, which is about 4% of all music.² Using the fees proposed by BMI and ASCAP to Sirius as an upper bound, and allowing a [[]] increment for SESAC, it is reasonable to conclude that the fair market fee for the entire musical work performance right for this type of service is [[]].

12. It is reasonable to conclude that the fee for the sound recording performance right for this type of service should be no more than [[]]. If anything, the fee should be below [[]] because, among other things, (i) the promotional value of Sirius' sound recording performances that accrues to sound recording copyright owners significantly exceeds the value that accrues to the music publisher and songwriters, and (ii) the other reasons set forth in paragraph 56 of the testimony of Dr. Tasneem Chipty, being offered by Sirius in this proceeding.

13. [[]]

]] Sirius recognizes, however, that the Act requires some minimum fee to be set. The preexisting services rule requires a minimum payment of \$100,000. For want of a better estimate of value, Sirius would accept a minimum fee of that amount.

² Based on testimony before the House Intellectual Property Subcommittee, I understand SESAC claims to license about 4% of the music played on radio. See Exhibit SIR NSS Ex. 1 (Response H.1.). Even this is likely to involve double counting, as much SESAC music is also licensed by ASCAP or BMI.

14. Even if, however, the “package” of advertising, promotional and marketing benefits” provided by EchoStar under the agreement is to be taken into account, that package should be evaluated at its fair market value, not the value of the benefits stated in the agreement, [[

]].

15. [[

]] Apart from promotional

value, for which SoundExchange will be compensated in the SDARS proceeding, that is the reasonable value Sirius has obtained in exchange for providing Sirius channels to EchoStar.


16. Dr. Chipty testifies that it is not possible to determine the value of the EchoStar agreement based on the consideration stated in the agreement. Instead, she determines the value of agreement (and, therefore, the revenue base against which to apply the fee rate) based on a comparable business that is selling the service—Music Choice. Sirius agrees with Dr. Chipty’s observation (at ¶¶ 46, 48) that there is no evidence to suggest that revenue varies proportionally with the number of channels offered. Accordingly, her per-channel, per-subscriber revenue calculation over-states the value of the Sirius/Dish Service.

17. In light of the fact that the value of the Sirius/Dish Service to the “willing buyer” (here Sirius) is essentially entirely in the promotional benefits to the SDARS Service, for which SoundExchange is already paid, and the fact that Dr. Chipty’s analysis makes several significant

conservative assumptions, Sirius is proposing a fee for performances and ephemeral recordings made to facilitate such performances based on the low end of Dr. Chipty's rate and revenue ranges. Specifically, Sirius is proposing a per-subscriber fee based on imputed revenue of [[]] cents per subscriber and [[]] of revenue, or \$0.001235 per subscriber per month. This fee should apply from the inception of the service through the term applicable to this proceeding. For years after 2008, the rate should be adjusted by the Producer Price Index for Cable Networks. In addition, I have reviewed the terms, including the notice and recordkeeping terms being proposed by Sirius and believe they are reasonable to both the licensee and licensors. Sirius has systems in place to comply with the proposed notice and recordkeeping terms and requiring different obligations would work a significant hardship on Sirius. The regulations we are proposing are the same as we are proposing for our SDARS.

Declaration

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing written direct statement is true and correct. Originally signed on October 30, 2006, in New York, New York.



Douglas A. Kaplan

Questions for SESAC

A. What percentage of SESAC's contracts with artists requires exclusive representation?

ANSWER:

As Stephen Swid, Chairman and CEO of SESAC, stated in his oral testimony before this Subcommittee on May 11, 2005, SESAC has not entered into any exclusive licensing arrangements with composers and music publishers. In one single instance, SESAC did enter into an agreement for exclusive representation of a composer's interest in his works only – thus allowing any music user to license directly with the music publisher for performing rights.

B. Would SESAC object to statutory language that required all PROs to offer only non-exclusive contracts?

ANSWER:

Yes. There is nothing per se improper or illegal about exclusive contracts. Indeed, the very agreements into which TMLC local television station members enter with program producers call for exclusivity in a given market. SESAC believes that the requirement of non-exclusive contracts imposed upon ASCAP and BMI by the Department of Justice under their respective Consent Decrees are punitive remedies in response to their anticompetitive conduct and monopolistic market power. These remedies include provisions that "fence in" the conduct of ASCAP and BMI, that is, they prohibit these PROs from engaging in certain kinds of conduct that would otherwise be lawful if the firms had not restrained competition. To impose such remedies on SESAC, a small business concern that is not being charged with conduct in violation of the Sherman Anti-Trust Act, would be punitive. Antitrust courts have long recognized that exclusive contracts, especially when used by firms with small market shares, have significant benefits for all parties in reducing transaction costs and creating incentives to exploit fully the copyright owners' works. Because ASCAP and BMI already are subject to the nonexclusivity requirement, any such statutory language addressed to "all PROs" would effectively single out SESAC for punitive treatment. Drawing an analogy from recent news headlines, to the same extent that Martha Stewart's competitors should not be expected to wear electronic monitoring bracelets and suffer home confinement like Ms. Stewart during her probation, SESAC should not be asked or compelled to undertake the punitive remedies imposed upon ASCAP and BMI by the Department of Justice. SESAC should not be made to "pay the price" for other parties' misbehavior.

C. Would SESAC be willing to negotiate in advance with syndicators of television shows a formula for the royalties that would be due from the use of background music in television shows?

ANSWER:

If music publishers chose to license their music directly, such a license would encompass all music contained in the program, including background, theme, and feature music. In any

event, negotiating with syndicators of television shows would be of no use to them or to SESAC; to the best of SESAC's knowledge, the syndicators do not own or control the rights to license the music contained in the television programs. In almost all instances, the musical compositions created for television shows are "works for hire." The copyrights in the music and the corresponding right to license it are owned or controlled by the music publisher, who in many instances is an entity related to either the program producer or the local television station owner. Despite these interlocking relationships, each of the entities apparently seeks to justify its existence and maximize its profits on a "stand alone" basis. Among them, the music publisher desires to get paid fairly and reasonably for the music contained in the program; that music is a creative work and an integral part of the program which adds substantial value to it. The local television stations choose not to negotiate for and obtain public performance rights in the music "up front," during either the "pilot" airings or first season network run, but choose instead to pay for the music rights on the "back end" when they know which programs have been successful and will be offered in syndication. Even at this point the television stations can negotiate directly with the producer/publisher, often a related entity, or the composer who created the "work for hire" to obtain the public performance rights.

For example, ABC/Disney currently produces "Grey's Anatomy," a new 2005 hour-long drama appearing on the ABC television network during prime time on Sunday evenings. The music publishing rights to the music in that series are owned by South Song/ABC/Disney. Perhaps the question should be posed to the TMLC: "Has any local television station approached the music publisher with a formula to acquire the publishing rights in the event that program is placed in syndication, or has any local television station offered a fee to directly license the public performance rights to the music in the event that "Grey's Anatomy" is syndicated five years from today?" The same question could be asked concerning other currently popular network programs, such as "Desperate Housewives," where the music is published by Buena Vista, a Disney/ABC subsidiary.

The TMLC, the Radio Music License Committee, and other large industry negotiating groups ironically complain that SESAC has market power over certain types of music. But there is no question that, even assuming their incorrect arguments for the moment, their members use many musical works from SESAC that do not fall in this category of supposed "monopoly power." It is textbook antitrust analysis that, where a seller competes in a market with some products in which it may have some element of market power and others where it does not, buyers can "punish" the seller for trying to act anticompetitively with respect to the former products by exercising their negotiating strength with respect to the latter products. Of course, SESAC does not, and cannot, have market or monopoly power over any particular type of music, and these licensee groups have not offered any evidence to the contrary. The negotiating committees have not shown that SESAC has a dominant share of a type of music, or that there are no composers who are currently working or could enter the business to write a certain type of music for television shows, commercials, or other programs.

D. Would SESAC be willing to accept an automatic licensing provision similar to the ASCAP/BMI automatic licensing provision that grants a license once an application is filed?

ANSWER:

No. The "automatic licensing" requirement, which grants a license once an application is filed, is a remedial measure imposed by the Department of Justice upon ASCAP and BMI to offset those entities' monopolistic market power and anticompetitive practices that gave rise to the Consent Decrees. It would be unfair to expect SESAC, a small business that is neither a monopolist nor a copyright abuser, to willingly accept the punitive remedies that the Department of Justice has deemed appropriate for ASCAP and BMI. To impose this "automatic licensing" requirement upon SESAC would encourage potential licensees to "nickel and dime" SESAC indefinitely and effectively discourage a resolution of licensing discussions, because the potential licensee would know that there was no "downside." Taken to its logical extreme, this mechanism would permit music users to obtain SESAC licenses without ever coming to terms on a fee amount. For example, the average SESAC license fee per day for health clubs is \$.24. Under an "automatic licensing" requirement, if any health club contended that this fee was excessive and sought instead to pay, for example, \$.23 per day, the club would know that any dispute resolution would be exponentially more expensive for SESAC than the amount in dispute; all the while the club would be permitted to use SESAC music indefinitely without paying any fees.

Although SESAC is not a litigious company and does not have a history of suing music users who seek licenses, the knowledge by those music users that they must obtain authorization and agree to pay for their music use is a factor that permits the marketplace to operate properly for a small player among giants. To impose upon SESAC burdensome remedies reserved for antitrust law violators without a determination of wrongdoing by the Department of Justice or any court would turn the judicial system upside down. On the other hand, to the extent that music users have incentives to avoid taking a SESAC license, which would be the result if SESAC misjudged the level of license fees that competition would allow, the threat of copyright infringement is itself a competitive constraint on SESAC. Ironically, a system of automatic licensing would undermine this constraint.

E. Would SESAC agree to refrain from suing any user for infringing a work that was not included in its database?

ANSWER:

Yes, SESAC would agree to refrain from suing any user for infringing a work that had not yet been listed in its database, notwithstanding the fact that there are writers whose SESAC affiliation is so well known that music users should not be excused from either a presumption or actual knowledge that their works – whether newly written or released from another PRO – are in the SESAC repertory. However, once a song is included in the database, there should be no further "safe haven." It should always be the obligation of the music user, in the first instance, to determine the identity of and obtain authorization either directly from the copyright owner or through the appropriate PRO before publicly performing the song; this is a fundamental concept of property law generally, and of copyright law specifically. The Supreme Court, in rejecting challenges to the lawfulness of blanket licenses, noted that one of the benefits to competition that is made possible through the use of blanket licenses is the greatly improved ability of copyright owners to enforce their copyrights. A violation of copyright can be redressed far more

efficiently when the copyright is one of thousands represented by a PRO who can enforce the copyrights more efficiently than an owner of a single copyright.

SESAC undertakes to maintain the accuracy of its database by updating it in a timely fashion. However, given the fact that compositions are constantly added to the database, any "snapshot" of current information would, as a practicable matter, be quickly rendered out-of-date. The better analogy would be to view the database as an ever-changing movie as opposed to a snapshot. Accuracy of databases, in fact, has been a continuing bone of contention between SESAC and ASCAP. Despite numerous requests from SESAC, ASCAP in the past continued to list songwriters and repertory that had moved from ASCAP to SESAC, thus misleading music users who relied to their detriment on ASCAP's database in attempting to discern – and pay – the correct PRO for the music that they intended to use. This misrepresentation was willful, as proven by the fact that, at one point ASCAP removed the misinformation, only to reinstate it at a later date in its database.

F. Has SESAC ever offered per-program licenses or does it intend to at some point in the future? Would SESAC support a requirement that all PROs offer per-program licenses?

ANSWER:

The Radio Music License Committee complains of its members' "lack of free choice" to license "one or several" copyrighted works, and other large industry organizations make similar complaints. There is no legal requirement to offer a "per program" license in order to make the offer of a blanket license lawful. The efforts by the rate court judge to encourage ASCAP and BMI to offer "per program" licenses must be understood in the context of the continuing concern by the court and by the Department of Justice over those PROs' market power. An essential element of the lawfulness of blanket licenses, as noted by the Supreme Court, is the enormous efficiency that is obtained when many thousands of copyrighted works are combined in a license that is available to many types of users. To the extent that "per program" licenses comprise smaller sectors of copyrighted works, or types of users, or both, the efficiencies of such licenses diminish. Nevertheless, SESAC has offered an appropriate "per program" license to respond to the requirements of its customers, thus demonstrating that SESAC's business model does not restrain competition and, indeed, fosters it.

SESAC has developed what amounts to a second generation "per program" license for the local television industry. As a result of arms length negotiations with the TMLC approximately ten years ago, SESAC agreed in 1996 to offer a form of "per program" license to local television stations. The license that SESAC continues to offer to TMLC members is a departure from - and a significant improvement upon - the Consent Decree form of "per program" license. The ASCAP and BMI "per program" licenses require stations to furnish the amounts of program revenues to ASCAP and BMI; permit audits by ASCAP and BMI; and permit ASCAP and BMI each to "claim" 100% of the same program's revenue for fee calculation purposes if any percentage of ASCAP or BMI music is contained in a program.

SESAC examined the ostensible purpose of the "per program" license – to permit a music user to pay only for the actual music contained in a program – and crafted a license that effectively sought payment solely for SESAC's actual share of music in programs broadcast by

each respective television station. SESAC's license would not cost millions of dollars to create or millions of dollars to administer; it would not require the television stations to share their revenue figures with SESAC and would not permit SESAC to audit the television stations' program revenues. Unlike the ASCAP and BMI "per program" licensing systems, which impose enormous expense in time and money (the rate court awarded ASCAP over \$4.6 million for the associated costs related to "per program" license administration), SESAC's approach to the valuation of its music simply asks for an allocable share of fees for its affiliates' music in programs reflected in the cue sheets and avoids the imposition of millions of dollars in associated "per program" license costs on the TMLC's members.

The transaction costs attributable to SESAC's alternative system are negligible for all parties. By contrast, the TMLC's desired imposition upon SESAC of a mirror image of the ASCAP and BMI "per program" licenses would be administratively impracticable. SESAC has developed an equitable model that properly weighs local television programs in relation to the value that those programs contribute to the "bottom line" revenue of individual station licensees; the ease of its application is what makes this model so truly innovative. Indeed, the former executive director of the TMLC frankly admitted to SESAC that, "if SESAC's approach to broadcast licensing were employed by ASCAP and BMI, it would lead to the most equitable and efficient system for the broadcasters."

Unfortunately, instead of permitting this allocation of local television license fees on a simple, cost effective, and equitable "pay for what you use" basis, the TMLC rejected SESAC's method of "per program" licensing. Instead, the TMLC determined to allocate the SESAC total industry fees through its own arcane methods; during the course of negotiations, the TMLC insisted that it alone would retain the right to allocate SESAC license fees among its members (whereas, SESAC had undertaken the allocation process under the prior agreement with the TMLC). SESAC believes that it is the TMLC's fee allocation process and methodology that is anticompetitive, serving to favor certain music users over others and seeking to address the competing interests of its members by disregarding their respective actual music use. In this respect, the TMLC acts as a classic cartel to regulate its members' license fees and, thus, collectively determine the incentives that each member has to use SESAC's music. This is the essence of anticompetitive behavior. The TMLC's allocation does a disservice to many of its constituent stations; because it is not transparent and not consistent with SESAC's calculation of actual music use. It also creates ill will on the part of those stations, who could not be blamed for assuming that the fees set forth in their SESAC bill were calculated and allocated by SESAC and not by the TMLC. (Perhaps the unhappiness with SESAC about which the TMLC purports to complain on behalf of its local station members is rooted in the TMLC's inequitable allocation of SESAC license fees upon its less influential members.)

SESAC does not – and is not required to – offer a "cookie cutter" version of the "per program" license imposed by the Department of Justice in the ASCAP and BMI Consent Decrees. Again, SESAC would not agree to the imposition of such a punitive remedy. The basis for the "per program" license requirement is the Department of Justice's determination that ASCAP and BMI, by reason of their size and the entrenched power that they exercise to this day, should continue to be "fenced in" with regulations that would be not required of other entities. The Supreme Court's decision upholding the legality of blanket licensing was not conditioned

upon a PRO's offer of alternative licenses (other than, arguably, the option of direct licensing by ASCAP and BMI affiliates). In a competitive marketplace where no entity was trying to monopolize the business, no PRO would be required to offer licenses that, as a matter of business judgment, it did not wish to offer.

In any event, SESAC routinely offers licenses crafted for the unique needs of its music user customers, to the mutual satisfaction of those customers and SESAC's songwriter and music publisher affiliates.

G. How does SESAC's presence impact the music performing rights marketplace in the United States?

ANSWER:

SESAC has competed through technological innovation, better service to songwriter and music publisher affiliates, and efficiency in licensing. SESAC is a small business which has a market share of approximately 5% of performing rights revenues and which competes against two dominant and monopolistic organizations. Despite – or perhaps because of – SESAC's position, it has brought several significant innovations to the marketplace for music users. SESAC has enhanced competition, resulting in songwriters and music publishers being given a choice and freedom of movement between PROs. As a for-profit company, SESAC is not tethered to the past or guided by the status quo. (By contrast, SESAC's two competitors have an entrenched way of doing business that has barely changed in decades.)

For example, SESAC was the first PRO to adopt digital fingerprinting as a means of identifying and tracking broadcast music use. It did so after both ASCAP and BMI had refused to adopt this technology. Today, digital fingerprinting is a universally recognized music recognition tool used by all three PROs, as well as broadcasters and advertising agencies. Additionally, SESAC pays its songwriter and music publisher affiliates more quickly than either ASCAP or BMI, who choose to pay from six to nine months in arrears. By contract, SESAC pays 90 days after each corresponding quarter. Moreover, when one of SESAC's affiliates chooses to leave, SESAC – unlike ASCAP – will pay for every day that his or her musical compositions were represented by SESAC, and the affiliate is entitled to immediately take the entire musical catalog to the other PRO. SESAC's policy permitting free and unfettered movement of affiliates among the PROs enhances the competitive landscape for all songwriters, publishers, and music licensees, including TMLC members. Also, by increasing competition for the business of songwriters and music publishers, SESAC creates greater incentives for those individuals to increase their creation of new works.

As a for-profit company, SESAC recognizes that it must also seek to serve the needs of its music users; its licensees are customers, not adversaries. SESAC has attempted to listen to its customers and has introduced several innovative music licenses to meet their requests. The first was SESAC's "mini" blanket license offered to Hispanic broadcasters, who had complained that they did not need or want to pay for access to a large catalog of ASCAP and BMI English-language music that they did not and could not use. The SESAC license allows them to pay only for their actual use of SESAC music. Similarly, when the TMLC requested a license that charged only for the actual percentage of SESAC music use in a television program (a type of

license that is not offered by either ASCAP or BMI), SESAC created and offered such a license. Unfortunately, the TMLC demanded that it, not SESAC, determine the fee allocation among its member stations and refused to allocate the license fees in accordance with actual station music use. (Rather, the TMLC insisted on an arcane method that allocated a portion of the SESAC license fee to its member stations based upon their average station size, regardless of whether their use of SESAC music was large, small, or nonexistent. This illogical method breeds ill will with the TMLC's membership and flies in the face of the TMLC's purported goal to pay only for the music its members use.)

SESAC has created unique, "one of a kind" licenses for business operators in the airline industry, the restaurant industry, the hospitality industry, the broadcast and cable television industries, and many other industries to which it supplies licensing services. SESAC's success, in fact, depends upon its ability to deliver the licensing services required by the music user at a cost that is mutually agreed upon through the give and take of the negotiation process. SESAC is the quintessential model of an innovative American small business operating successfully, and providing needed competition, in a challenging industry.

H. SESAC testified, and SESAC's website states, that SESAC uses monitoring by BDS to determine the extent to which music in the SESAC repertory is performed on radio stations. Based upon this information,

1. What percentage of total feature performances identified by BDS on radio stations are performances of compositions in the SESAC repertory? Please provide data for 2004, 2002, 2000 and 1998. (Feature performances refer to performances where the primary focus of the audience's attention is on the musical performance).

ANSWER:

SESAC lacks sufficient data to respond accurately concerning 1998. For 2000, 2002, and 2004, SESAC's percentage of BDS-tracked performances on English-language formatted radio stations ranged from approximately 2% in 2000 to approximately 4% in 2004.

2. What percentage of total feature performances identified by BDS on radio stations are performances of compositions in the SESAC repertory that are not "split works" that also appear in the ASCAP or BMI repertory? Please provide data for 2004, 2002, 2000 and 1998.

ANSWER:

All PROs represent "split works." A split work is a copyrighted musical composition created by more than one songwriter/composer, which is represented by more than one PRO by virtue of the chosen affiliations of those songwriter/composers who created it. Split works have become the norm in many popular genres of music. For example, in Country Music, R&B, Top 40, and Rock, it has become standard fare that copyrighted compositions have more than

one composer and often more than one music publisher with interests in the copyrights. SESAC (like ASCAP and BMI) does not require its composer and music publisher affiliates to collaborate only with other SESAC affiliates when creating or publishing music.

Songwriters have the ability to switch affiliations among PROs and may bring their catalogs of music to a new PRO. Accordingly, it is difficult to determine the percentage of songs that are split works when the royalties are actually paid. However, SESAC has no reason to believe that its proportionate share of split works is any different than the proportionate share of split works administered by ASCAP or BMI. In any event, all parties having an ownership interest in a copyrighted composition are entitled – and deservedly so – to be paid for their proportionate ownership share.

I. How much did SESAC collect from commercial radio stations in 2004, 2003, 2002, 2000 and 1998?

ANSWER:

In 2004, SESAC collected approximately 4% of the music performance rights fees paid by the English-language formatted radio industry. For each of the other years in question, SESAC collected license fees in approximate proportion to its share of music use in the English-language formatted radio industry.

J. Considering only radio stations with a classical music format, what percentage of total feature performances of musical compositions on such radio stations were performances of compositions in the SESAC repertory? What percentage of total feature performances of musical compositions on such radio stations were performances of compositions in the SESAC repertory that are not “split works” that also appear in the ASCAP or BMI repertory? Please provide data for 2004, 2002, 2000 and 1998.

ANSWER:

SESAC does not have such data; BDS, the technology by which SESAC tracks performances, does not conduct surveys of classical music stations. Out of more than twelve thousand radio stations in the United States, there are only 143 classical music stations; 117 are operated as non-commercial non-profit stations, 102 of which are affiliates of National Public Radio. National Public Radio stations enjoy “special treatment”; their license fees are negotiated in a bloc by representatives of National Public Radio, the Public Broadcasting System and the Corporation for Public Broadcasting, resulting in negotiated “flat sum” fees paid for five-year license terms. Of the remaining 26 commercial classical music radio stations, 10 stations are eligible for license fee discounts as a result of negotiations concluded on their behalf between SESAC and the National Religious Broadcast Music License Committee. SESAC does not have any information regarding split works in the classical music genre. (SESAC would note, however, that many classical music works performed on the radio are actually fully protected copyrighted arrangements of compositions that might or might not have entered into the public domain.) SESAC has no reason to believe that its proportionate share of split works in the

classical genre is any different than the proportionate share of split works administered by ASCAP or BMI.

K. The TMLC testified that SESAC is "the only organization that operates with a profit motive." Can SESAC tell me how much profit it made in comparison to the other parties testifying?

ANSWER:

SESAC does not know how much profit it made "in comparison to the other parties testifying." Stephen Swid, SESAC's Chairman and CEO, stated in his oral testimony before this Subcommittee on May 11, 2005, that SESAC is a for-profit company as are 99.9% of its licensees. In fact, the broadcasters, including CBS, NBC, ABC, Fox, The Tribune Company, Newsweek, etc., reported, in their 2003 annual reports, multiple billions of dollars in profits from their local television stations. Moreover, ASCAP and BMI recently reported that they each had retained approximately \$100 million of revenue after distributions to song writers and music publishers.

SESAC hopes that these responses will be helpful in providing additional information to Subcommittee, and would be willing to meet with the Chairman and/or other members of the Subcommittee to discuss these responses in more detail. SESAC would request that it be permitted to submit under seal any information sought by the Subcommittee that is confidential and proprietary information concerning its internal business operations.

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

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

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 content), 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. []

]]

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.

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

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

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*!! +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, Sirius Hits & 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  **playing every hour**



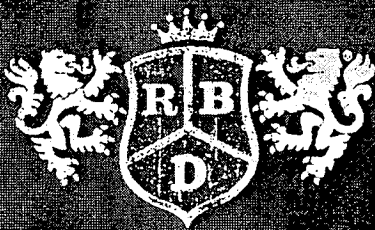
Jams



MySpace Stats: Over 1 Million Profile Views!

KINGDOM COME 11.21.06

SIR NSS Ex. 2



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)

FIRST ENGLISH LANGUAGE ALBUM IN STORES 12/26

WWW.RBDUS.COM WWW.MYSPACE.COM/RBD WWW.VIRGINRECORDS.COM

© & © 2006 Televisa S.A. de C.V. Bajo Licencia Exclusiva a EMI Music México, S.A. de C.V., in the United States to Virgin Records America, Inc. All rights reserved. RBD® Televisa, S.A. de C.V. All rights reserved 2006.



and all rights reserved are property of Yair Dori International GmbH and Cris Morena Group S.A. De C.V. All rights reserved 2006 under sublicense of Televisa S.A. de C.V.

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

Mailing Address: The Sands Report • 401-F Miller Avenue, Suite 147 • Mill Valley, CA 94941



switchfoot

'Oh! Gravity..'



Switchfoot.com
MySpace.com/Switchfoot

On Early: KTBZ, DC101, 91X, KNRK, KWOD, KVGs, WLUM, WEND, WROX, WRAX, KUCD, WGRD, KQXR, SIRIUS

US HEADLINING TOUR NOW

COLUMBIA



STREET TALK

by **KEVIN CARTER**
 kcarter@radioandrecords.com

DAILY

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 will 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

© 2006 Radio & Records. All Rights Reserved. No part of this material may be reproduced in any form or incorporated in any information retrieval system without written permission of the Publisher.

SHAKIRA

FEATURING WYCLEF JEAN



#1 Phones:



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**

**ALREADY COMMITTED:
 KZZA/Dallas WIOQ/Philadelphia WABB/Mobile**



SHE GAVE YOU THE
#1 BILLBOARD HOT R&B SINGLE

DEJA VU

NOW SHE'S BACK WITH THE FOLLOW-UP...

Beyoncé

RING THE ALARM

**MOST ADDED
AT RHYTHM!**

TOP 15 AT URBAN RADIO!
ON OVER 70 STATIONS WITH OVER 2,300 SPINS (+720)
AUDIENCE OVER 29.2 MILLION!

BUILDING AT RHYTHM: DEBUT 31*
ON OVER 30 STATIONS...
APPROACHING 1,000 SPINS!

AND REACTING AT POP!
LEADERS INCLUDE:

WKCI	CKEY	WKRZ
WWHT	WZNR	WAKZ
WKSC	WEZB	KRQQ
SIRIUS HITS 1	AND MORE!	

WORLD

SI

COLUMBIA



JESSICA SIMPSON | BELONG TO ME

The New Single
Impacting September 26th

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

PHOTO CREDIT: BRETT RATNER



FMOR

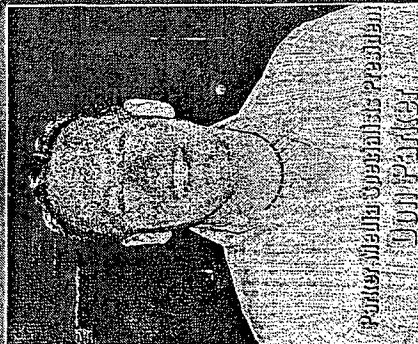
FRIDAY MORNING QUARTERBACKS RADIO FIRST
September 2006

CHR



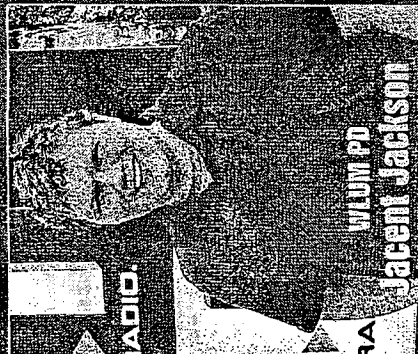
WJLV PD
Tommy Austin

Rhythm



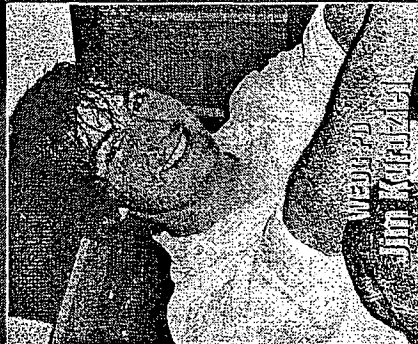
WVTV PD
Durr Baker

Modern Rock



WJLV PD
Tarent Jackson

Rock



WEDU PD
Jim Kufraze

ALSO INSIDE



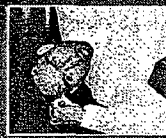
WVTV PD
Lee Leipsner



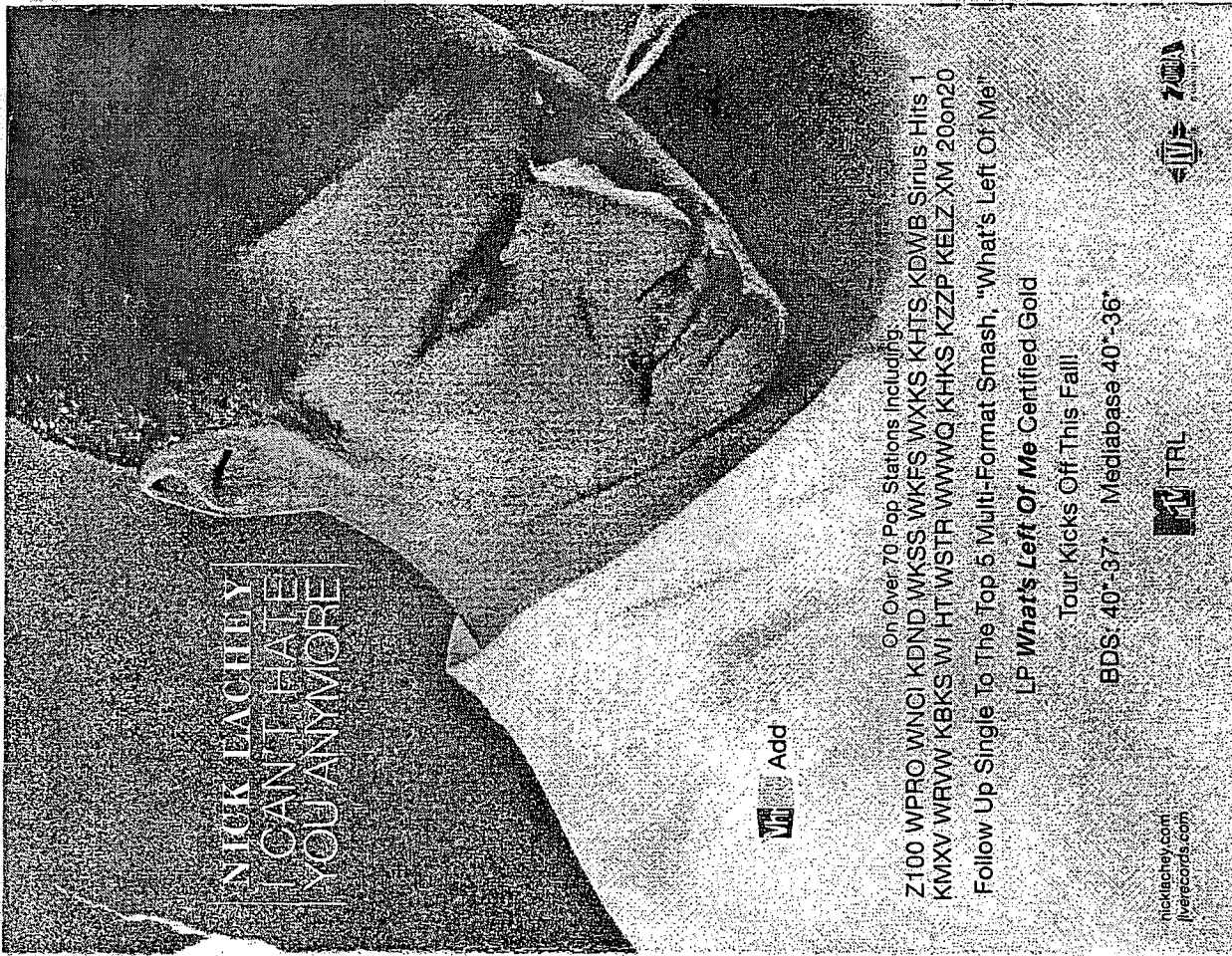
WSPK PD
Sky Walker



KMBY PD
Byronn Coobie



Rhythm Artists To Watch
Johnita Austin



NICK LACHEY I CAN'T HATE YOU ANYMORE



On Over 70 Pop Stations including:
Z100 WPRO WNCI KDND WKSS WKFS WKXS KHTS KDWB Sirius Hits 1
KMXV WRVW KBKS WI HT WSTR WWVQ KHKS KZZP KELZ XM 200n20
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*-37* Mediabase 40*-36*

nicklachey.com
jiverecords.com





100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:50 PM



GET SIRIUS
INSTALL & ACTIVATE
WHAT'S ON SIRIUS
LISTEN ONLINE

SHIP SIRIUS
Free Shipping

- MUSIC
- SPORTS
- NEWS/TALK
- ENTERTAINMENT
- OUR STARS
- NFL
- NBA
- NHL
- COLLEGE
- MASCAR
- SOCCER
- SPORTS TALK & NEWS
- HORSE RACING
- MORE SPORTS

THE ROOTS OF ROCK & ROLL, FROM THE LATE '50S AND EARLY '60S.

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

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.

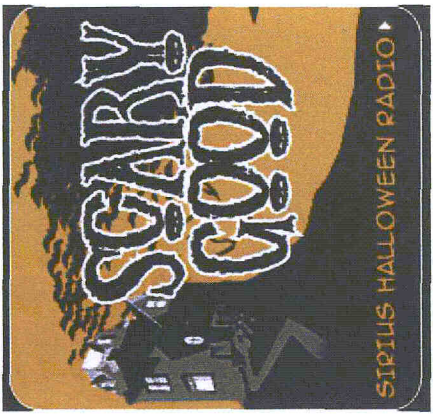
For more information on The Rock and Roll Hall of Fame and Museum, visit their website.

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

**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 ▶



[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#) | [GET OUR NEWSLETTERS](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
+ THE BEST RADIO ON RADIO.

ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:51 PM



GET SIRIUS | INSTALL & ACTIVATE | WHAT'S ON SIRIUS | LISTEN ONLINE

Shop Sirius | Free Shipping

- MUSIC
- SPORTS
- NEWS/TALK
- ENTERTAINMENT
- OUR STARS
- POP
- ROCK
- ELEC/DANCE
- HIP-HOP/R&B
- COUNTRY
- CHRISTIAN
- JAZZ/BLUES
- STANDARDS
- CLASSICAL
- LATIN/INTL

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 BRUCE 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 Bruce 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 Bruce*, and celebrate the weekend with *Cousin Bruce'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.



Motown Mondays

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



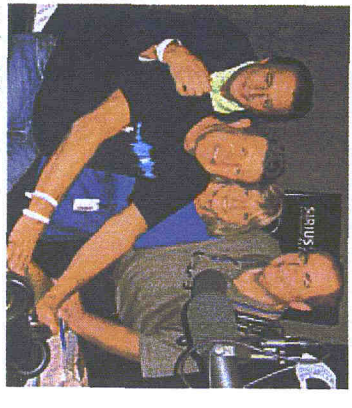
Surf's Up!

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
877-33-SIRIUS**

PHOTOS

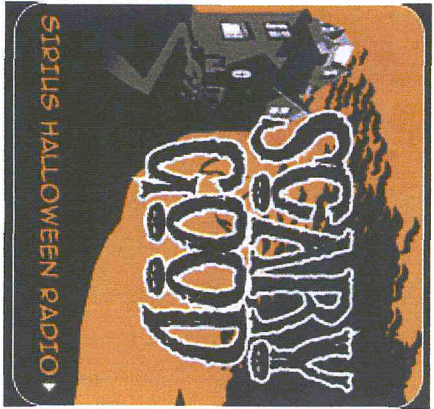


Kick-Off for the Cousin Bruce show with radio celebs Norm N. Nite, Dusty Street and Kid Leo.

NEXT ▶



Listen Now
Try SIRIUS for free ▶



GET OUR NEWSLETTERS

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)
[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:51 PM



GET SIRIUS

INSTALL & ACTIVATE

WHAT'S ON SIRIUS

LISTEN ONLINE

SHOP SIRIUS



Free Shipping

- MUSIC
- SPORTS
- NEWS/TALK
- ENTERTAINMENT
- OUR STARS
- POP
- ROCK
- ELEC/DANCE
- HIP-HOP/R&B
- COUNTRY
- CHRISTIAN
- JAZZ/BLUES
- STANDARDS
- CLASSICAL
- LATIN/INT'L



CHANNEL 10

The Who CHANNEL

NEW

FIVE DECADES OF MAXIMUM R&B!
IT'S THE MUSIC OF THE WHO, 24-7.

FREE ONLINE TRIAL

TELL A FRIEND

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)



PHOTOS



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

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

NEXT

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



Get SIRIUS

Buy Online Now
Find a Retailer
Automotive Partners

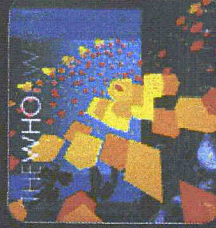
Listen Now

Try SIRIUS for free

Enter to
win tickets
to see...
The Who

ENTER HERE

IN STORES OCT. 31



Endless
Wire

Catch
The Who
on their
US Tour!

THE WHO 2006 TOUR
NORTH AMERICA

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

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

GET OUR NEWSLETTERS

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:51 PM

SIRIUS
SATELLITE RADIO

GET SIRIUS

INSTALL -
ACTIVATE

WHAT'S
ON SIRIUS

LISTEN
ONLINE

SHOP
SIRIUS



Free Shipping

MUSIC

SPORTS

NEWS/TALK

ENTERTAINMENT

OUR STARS

POP

ROCK

ELEC/DANCE

HIP-HOP/R&B

COUNTRY

CHRISTIAN

JAZZ/BLUES

STANDARDS

CLASSICAL

LATIN/INTL

CHANNEL 20

OCTANE

PURE, HIGH-POWERED HARD ROCK
THAT'S LOUD, UNCENSORED AND IN
YOUR FACE.

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

PROGRAMMING

Priestess Interview

Thurs 11/2 9:00 am ET

Montreal groove rifiers 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 Canadian heathens got their big break and find out about their 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

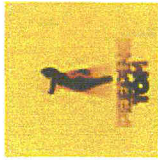
Sat 11/11 10:00 am ET

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

www.sirius.com

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...



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
877-33-SIRIUS**

PHOTOS



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



**Rock Out. Listen in. Online.
Radio Optional.**

**SIRIUS Internet Radio
Learn More >**

GET OUR NEWSLETTERS

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

ALL CHANNELS / HELP / MY ACCOUNT
SUNDAY, OCTOBER 29, 11:51 PM

SIRIUS
SATELLITE RADIO

GET SIRIUS | INSTALL & ACTIVATE | WHAT'S ON SIRIUS | LISTEN ONLINE

SHOP SIRIUS  Free Shipping

ABOUT SIRIUS | COMPARE US | RADIOS | PLANS/SERVICES | BUY NOW



CHANNEL 28
FÄCTION

ROCK, PUNK, HIP-HOP AND MORE. ESPECIALLY FOR ACTION SPORTS FANS.

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

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](#)

WHEREAS...
WHEREAS...
WHEREAS...

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



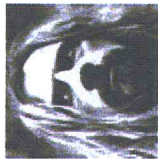
Faction: Gettin' Scary on the RMS Queen Mary!
Tues 10/31 1:00 pm ET

This Halloween, Tully will be making like Haley Joel Osmont. 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! Airt 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.

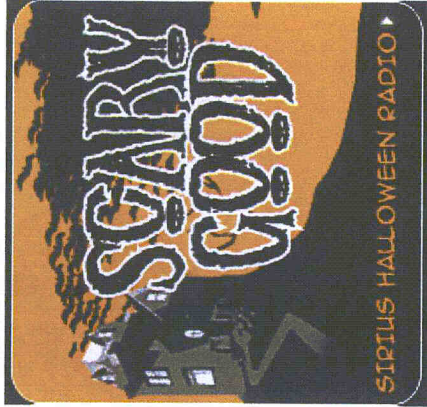
**REQUESTS, DEDICATIONS.
 CALL THE SIRIUS LISTENER LINE
 877-33-SIRIUS**

PHOTOS



Jukka from the Dudesons Bam Margera and Brandon Novak.

NEXT ▶



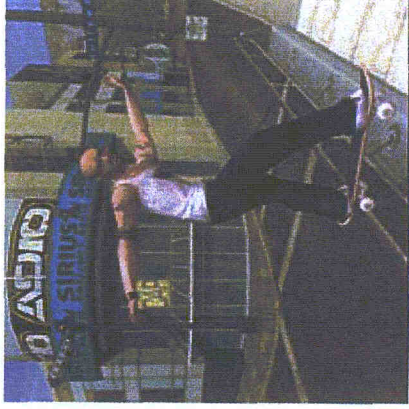
SIRIUS SATELLITE RADIO AND FACTION'S
 own Jason Ellis featured in Tony Hawk's American Wastrand.



The Jason Ellis Show

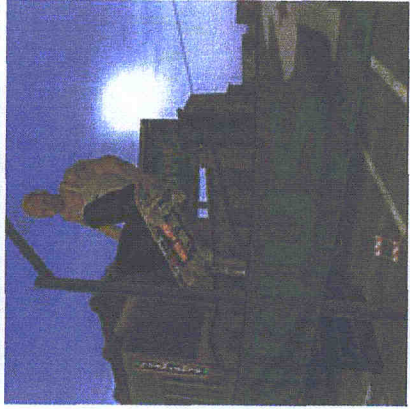
**Monday, Wednesdays to Friday 7 pm - 12 am ET
Tuesday 5 pm - 7 pm ET, 10 pm - Midnight ET**

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**

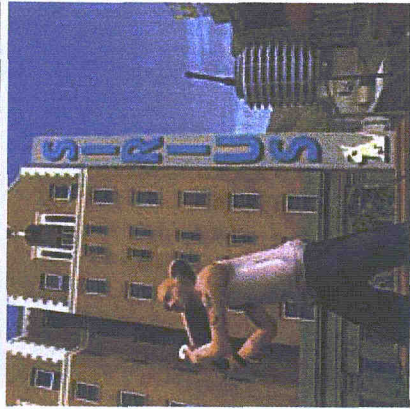
At 28 minutes after the hour, Sirius 28 Faction gives listeners a great big "F.U." with the Faction Update. Featuring the crack news team of A.D., Tully, and Winter Olympian Carrie Sheinberg, the *Faction Update* hooks you up with breaking news and insider info about the stuff you care about... namely, 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.

[GET OUR NEWSLETTERS](#)

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

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



GET SIRIUS | INSTALL + ACTIVATE | WHAT'S ON SIRIUS | LISTEN ONLINE



ABOUT SIRIUS | COMPARE US | RADIOS | PLANS/SERVICES | BUY NOW

CHANNEL 31
Radio
MARGARITAVILLE

ESCAPE TO JIMMY BUFFETT'S RADIO MARGARITAVILLE.

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

WHAT'S HOT

Jimmy Buffett's
PARTY AT THE END OF THE WORLD
Tour

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.

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 gorge themselves with an hour's worth of Jimmy Buffett & The Coral Reefer Band requests.

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)

[GET OUR NEWSLETTERS](#)



100% COMMERCIAL-FREE MUSIC
+ THE BEST RADIO ON RADIO.

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

SIRIUS
SATELLITE RADIO

GET SIRIUS

INSTALL & ACTIVATE

WHAT'S ON SIRIUS

LISTEN ONLINE

SHOP SIRIUS



Free Shipping


ABOUT SIRIUS

COMPARE US

RADIOS

PLANS/SERVICES

BUY NOW



CHANNEL
45

SHADE 45

SHADE 45, THE UNCENSORED HIP-HOP CHANNEL CREATED BY EMINEM AND SIRIUS.

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

WHAT'S HOT



"This channel gives me a direct outlet to the streets and our audience. We have the opportunity to go straight to our fans with whatever we want, where we find it. No middle man, no playlists, NO BULLSHIT.

And most of all, no censorship."

-Eminem

www.sirius.com/shade45

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.

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

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

PROGRAMMING



DJ Ciph Sounds - The Cipha Sounds Effect w/ Angela Yee
Monday to Friday 8 am - 12 pm ET

NY radio and club DJ Ciph 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

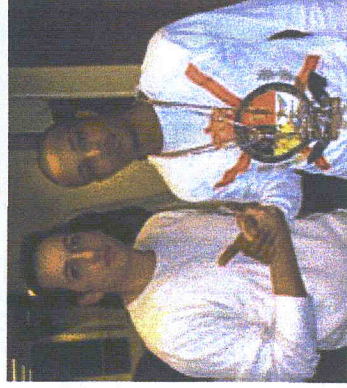
Rebroadcast: Mondays 12am-4am ET
 From clubs, to radio, to touring around the world, Tony Touch does it all. Catch him every week; reppin' the Rock Steady Crew, playing the best in new hip-hop and hanging with special guests.



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 shortcuts 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! Powwwwwww!!!!!!



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!

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[GET OUR NEWSLETTERS](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.

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



GET SIRIUS | INSTALL - ACTIVATE | WHAT'S ON SIRIUS | LISTEN ONLINE

SHOP SIRIUS | Free Shipping

- MUSIC
- SPORTS
- NEWS/TALK
- ENTERTAINMENT
- OUR STARS
- TALK
- US NEWS
- FINANCIAL NEWS
- PUBLIC RADIO
- INTERNATIONAL NEWS
- TRAFFIC & WEATHER

STANDARDS 'N' SWING BY THE WORLD'S GREATEST ENTERTAINERS.

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

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.

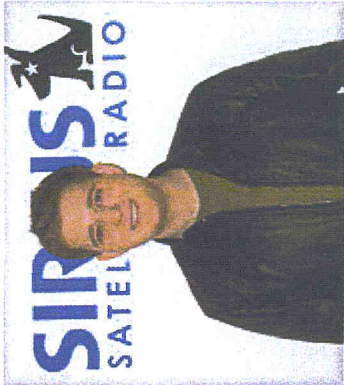
The Great American Songbook as sung - and swung - by the classic artists of our time. The perfect mix of yesterday's giants like Frank Sinatra, Sammy Davis, Jr. and Dean Martin with today's coolest singers including Diana Krall, Harry Connick, Jr., and Michael Buble. When you're ready to swing, enjoy 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

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

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

PHOTOS



Michael Buble

NEXT ▶

GET OUR NEWSLETTERS

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)



100% COMMERCIAL-FREE MUSIC
THE BEST RADIO ON RADIO.


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



GET SIRIUS | INSTALL + ACTIVATE | WHAT'S ON SIRIUS | LISTEN ONLINE

shop SIRIUS  Free Shipping

ABOUT SIRIUS | COMPARE US | RADIOS | PLANS/SERVICES | BUY NOW



Metropolitan Opera Radio

NEW

THRILLING LIVE PERFORMANCES FROM THE MET. PLUS GEMS FROM THE COMPANY'S BROADCAST ARCHIVES - COMMERCIAL-FREE. AROUND THE CLOCK.

▶ **FREE ONLINE TRIAL**
▶ **TELL A FRIEND**

PROGRAMMING

**Metropolitan Opera Radio Performances
Sunday, October 29, 2006**

- 6:00 AM
Mozart: *Così 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, Zarembo, 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 remastered, 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](#)

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

6:00 PM

Verdi: *Il Trovatore*

2/4/61-Cleva; Price, Dalls, Corelli, Sereni, Wilderman

9:00 PM

NPR's World of Opera

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

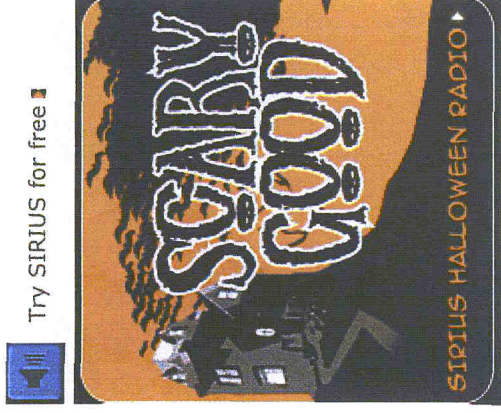
Wagner: *Der Fliegende Hollander*

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

NPR's World of Opera

[About Us](#) | [Auto Dealers](#) | [Partners](#) | [Retailers](#) | [Affiliates](#) | [Careers](#)

[GET OUR NEWSLETTERS](#)

[FAQs](#) | [Manage Account](#) | [Contact Us](#) | [Site Map](#) | [Terms and Conditions](#) | [Privacy Policy](#) | [Canada](#)

CERTIFICATE OF SERVICE

I hereby certify that on January 17, 2007, I caused copies of the Public Version of Sirius Satellite Radio Inc.'s Written Direct Statement in Docket No. 2005-5 CRB DTNSRA, without exhibits, previously served in its entirety on October 30, 2006, to be served via overnight courier on the following parties:

Kenneth L. Steintal
Weil, Gotshal & Manges LLP
201 Redwood Shores Parkway
Redwood Shores CA 94065
kenneth.steintal@weil.com

*Counsel for MTV Networks, a division of
Viacom International*

Seth Greenstein
Todd Anderson
Constantine Cannon LLP
1627 Eye Street, NW, 10th Floor
Washington, DC 20006
sgreenstein@constantinecannon.com
tanderson@constantinecannon.com

Counsel for XM Satellite Radio Inc.

Paul M. Smith
David A. Handzo
Thomas J. Perrelli
Jenner & Block LLP
601 Thirteenth Street, NW
Suite 1200 South
Washington, DC 20005
202-639-6004
psmith@jenner.com
dhandzo@jenner.com
tperrelli@jenner.com

Counsel for SoundExchange, Inc.

A handwritten signature in black ink, appearing to be "Justin", written over a horizontal line.