

December 31, 2009

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Re: RealNetworks, Inc.'s Request for Production of Documents Referenced During the  
Deposition of Dr. Michael Pelcovits

Dear Counsel:

We are writing in response to RealNetworks, Inc.'s Request for Production of Documents  
Referenced During the Deposition of Dr. Michael Pelcovits (December 17, 2009).

To the extent any responsive documents exist, SoundExchange already produced them as part of its Initial Disclosures. There are no additional responsive documents that have not been produced. Dr. Pelcovits's statement during his deposition about the "model that the NAB members are planning for the future" was a reference to the rates that NAB members have elected to pay under the NAB agreement with SoundExchange executed pursuant to the Webcaster Settlement Act of 2008. It was not a reference to any other model used by Dr. Pelcovits in his analysis. As Dr. Pelcovits stated during his deposition, "[t]he analysis I've performed looks . . . at evidence from the Webcaster Settlement Agreement rates, which include the NAB rates, which are for principally an advertiser-supported model." Tr. 12/14/09 231:13 – 231:17 (Pelcovits Deposition) (Revised Transcript). In response to the next question, Dr. Pelcovits explained that he "didn't try to run it through a business model for a particular type of webcaster. I did look at it compared to the model that the NAB members are planning for the future." Tr. 12/14/09 232:4 – 232:7 (Pelcovits Deposition) (Revised Transcript). The comparison between Dr. Pelcovits's proposed interactive adjusted rate and the WSA rates can be found on pages 36 and 37 of his Written Direct Testimony. To the extent any documents exist underlying these comparisons, they have already been produced as part of SoundExchange's Initial Disclosures.

Sincerely,



Garrett Levin

GAL:mlm