



American Music Licensing Collective
www.songrights.net

The AMLC was created to fulfill and exceed the goals and purpose of the Music Licensing Collective as defined in the Music Modernization Act.

Initial Written Proposal from the American Music Licensing Collective (AMLC) to the U.S. Copyright Office and Register of Copyrights to be designated as the Mechanical Licensing Collective (MLC) in response to the Notice of Inquiry published in the Federal Register by the U.S. Copyright Office, Library of Congress on December 21, 2018.

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BLUE italic font is language from the Copyright Office Regulations requirements published December 21, 2018.

1. Administrative & Technological Capabilities

(a) General

1. Administrative and Technological Capabilities (the following questions are directed at identifying an entity that can best perform the duties outlined in section 115 (d)(3)(C) of the MMA).

a. General

i. The office requests a business plan, including a statement of purpose or principles, proposed schedule, and available budgetary projections, for the establishment and operation of the proposed MLC for the first five years of its existence.

1. In response to the more granular information requested below, this plan should include a description of the intended technological and/or business methods for:

- a. Establishing and maintaining the required musical works database*
- b. Administering the blanket license and collecting relevant notices, usage reports, and administrative assessments from digital music providers*
- c. Administering a process by which copyright owners can claim ownership of musical works (and shares of such works)*
- d. Distributing royalties generated from unidentified works equitably*
- e. Collecting and processing royalty payments to musical work copyright owners*
- f. Otherwise fulfilling the MLC's statutory obligations*

The American Music Licensing Collective (AMLC) is honored to submit this proposal and be considered as a viable candidate for the Mechanical License Collective (MLC) as outlined in section 115 (d)(3)(C) of the Music Modernization Act (MMA).

AMLC Guiding Principles

- We believe all song owners (from the kid writing and recording in their bedroom, to the major music publishers) should be paid what they have earned from streams of their songs in the U.S.
- We believe the world's most efficient and effective identification and matching/mapping system must be created to ensure every owner is paid every cent (or fraction thereof) of their royalties.
- We will ensure the highest level of confidence in the MLC by keeping any perceived or actual conflict of interest to the lowest possible minimum.
- We believe those in charge of overseeing the formation of the MLC in its developing stage should actually use the very entity they are forming.
- We will discourage and avoid any activities which might give one group of song owners advantages in identification or collection of royalties over other groups of song owners.
- We believe the proper use of technology can provide correct payments to all song owners for what they have earned rather than paying the wrong rights holders by using estimates and black box distribution.

AMLC Goals

- To work tirelessly to ensure all requirements of the MMA are met and, when possible, exceeded
- To create the MLC and its infrastructure in a timely, cost effective and efficient fashion seeking input and support from all interested parties
- To be measured on our success of getting more songwriters and publishers paid more of their money, more quickly and transparently
- To identify and match songs to the greatest extent possible and keep unidentified and unpaid royalties to the lowest level possible
- To endorse, hire and use the best and most efficient technology and companies for identification, matching, conflict resolution, distribution of timely payments and maintenance of a database with the most up to date current and accurate information
- To create, guide and oversee the best conflict resolution, database and licensing and royalty payment entity in the world.

Why AMLC?

- Our board and committee members have a profound and extensive knowledge and track record in music publishing, mechanical license administration, data science, mapping and matching technologies, payment processing, copyright ownership identification, conflict resolution, education, law, architecture, implementation, and operation of technology systems.
- We have a track record of working for the entire global spectrum of music services, music publishers and songwriters.
- We include representation of song owners from territories outside the United States whose songs are available on U.S. streaming services.

All other requests in 1(a) General are answered in detail below.

1 (b) Ownership Identification, Matching and Claiming Process

This section outlines AMLC's plan and approach associated with the technology requirements to fulfill the [American Music Licensing Collective's](#) (AMLC) mandate to be the MLC based on the US Music Modernization Act ("MMA"). To fulfill the operational and legal requirements of operating the AMLC, as outlined in the MMA and more fully described by the copyright office, a series of data and user services will be required to be implemented.

The plan below incorporates the preliminary technical architecture proposed to fulfill the fundamental requirements put forth to the AMLC, and is intended to provide supplemental information regarding implementation, approach, and rationale to ensure a robust and fully scalable set of solutions to support the mandated requirements of the MLC, and to allow for future enhancements to the technology needs of the MLC. Specific questions and areas required by the application are addressed as well.

Overview

The goal of the AMLC is to meet, and exceed, the requirements articulated in the MMA. In general, AMLC's approach to the technology is intended to support the following fundamental goals which AMLC believes are imperative to a successful launch, adoption and growth of the MMA's mandates to the MLC over time.

The AMLC will start with a solid risk-free foundation of services and vendors, as all affected current rights-holders must continue to be properly accounted for, and paid accurately and on time, upon the AMLC launch. To guarantee this continuity, the MLC technology applications, features and solution providers will be incrementally added over time as a series of steps on top of a pre-existing solid foundation of [DiMA](#) (Digital Media Association) vetted and approved incumbent systems and entities. This process ensures no risk and no disruption of payments, accounting and other services to songwriters and music publishers pre, or post, MLC launch. Operating costs for these incumbent vendors are already known due to their existing legacy work, therefore ensuring accurate cost estimation and budgeting for the AMLC.

Initially, the AMLC expects to engage foundational vendors [Music Reports Inc.](#) ("MRI") and [DataClef](#) to continue to provide their existing services to the AMLC. In collaboration with DiMA members and other DSPs, the AMLC expects to develop and roll out future technical iterations articulated in this application. Also note there are additional incumbent entities employed by DSPs who have also reached out to the AMLC stating that post its designation they would play a role if requested or needed. However, they have asked us not to include their names in this application due to their concern of damaging political or business ramifications.

The AMLC will work collaboratively with DiMA members and other DSPs to ensure a successful and efficient MLC. Therefore, upon designation from the Register of Copyright, our first priority is to meet with DiMA members and other DSPs to collaborate, white-board, diagram/discuss and further work through technology topics discussed in this application. Additionally, the AMLC will prioritize working with DiMA members and other DSPs to collaborate and reach consensus with back up documentation on the annual operational budget to be presented for approval.

AMLC's sole focus is on getting the correct rights holders paid accurately and in a timely manner, as stipulated by the MMA. The AMLC is a technology-based services nonprofit organization with no political aspirations and no conflicts of interest with rights holders or DSPs. As such it shares the same common goals and speaks the same language as DiMA members, DSPs and copyright owners. This allows for intelligent and logical conversations with relevant feedback and a collaborative approach that benefits

all participants. The approach of iterative layering on top of the existing foundations ensures no disruption in processes, only improvements with confidence in proven systems in a cost effective manner.

Specific benefits of this approach include:

1. Immediate Impact/Leverage Expertise: Leveraging existing technology and data providers to work in conjunction with AMLC efforts will ensure that those companies and services that have significant inroads in the music and publishing worlds today will allow the AMLC to have a “head start” in accessing the necessary datasets, and develop the technology support within the time frame prior to launch. The AMLC believes certain services and/or entities available in the market today can provide or be adapted readily to cover many of the technology requirements by the MLC and MMA mandate.
2. Transitional Approach: The AMLC believes in using existing incumbent services to source works and recording data, provide services to run the MLC mandate within current norms and conventions of the recorded music, and partner with all key constituents to ensure the MLC functions for the benefit of all copyright owners and licensees relevant to the MMA mandate. The AMLC feels strongly that working with existing services, databases and partners to utilize and adapt the current best practices in copyright management will provide a stable and smooth transition as the MLC begins to operate. Most critically, the AMLC feels this transitional approach, where we leverage the efforts of existing services and participants in works royalty management (as opposed to being too ambitious from a technology standpoint) best fulfills, in a non-disruptive way, the objectives of greater transparency, representation and efficiency of royalty management, collections and distributions for the benefit of all songwriters and copyright owners and licensees affected by the MMA.
3. Lower Investment Costs: Due to the robust development work of these data partners and third parties, there are significant economies of scale, which will reduce start up investment costs associated with implementing the technology and data requirements from scratch. There is more certainty of operating costs of the existing services.
4. Interoperability: A core requirement for any vendor partner will be interoperability with AMLC’s technology requirements, guidelines and standards. There are a number of benefits to this requirement:
 - a. *Implementation Speed*: By focusing on services which already work with each other, or can be developed to do so, the full functionality of the architecture will be faster to complete;
 - b. *Leverages Existing Standards*: The guidelines provided by the AMLC will include, where appropriate, compatibility with existing music industry standards (such as DDEX, CWR, IPI etc.) which will ensure that all publishers, performing rights organizations, labels, streaming services, writers and recording artists and other constituents will be able to interact with AMLC’s technology systems in a consistent way. API access will be provided as appropriate to larger music industry participants to connect to AMLC’s architecture, and artist/writer website portals will be implemented to accommodate the independent writer and artist communities.
 - c. *Internal Data Standardization*: The AMLC architecture will ensure data standardization within the AMLC environment across all functions from the ingestion of works to royalty distribution.

- d. *Data Security and Authenticity:* The AMLC approach has been thoroughly developed to ensure that only authenticated user and works/recording metadata will be ingested, and sufficient controls are in place to reconcile and remove erroneous or false data and ownership claims. The works database will be a cloud based database secured and managed by the AMLC, which only sources data from definitive owners and representatives of copyrighted works.
- e. *Scale:* The proposed architecture implementation is highly scalable. The AMLC believes that there will be approximately 80 million license eligible musical works and corresponding recordings that are relevant to the major streaming services initially upon launch. The AMLC will ensure proper controls and development efforts and in place prior to launch that can handle that capacity and grow into a larger universe of works and recordings managed by the organization. Our architectural approach will actually allow costs related to running the database and related functions to be contained as the number of works grow in a much more effective way than running a holistic solutions as a single entity. The AMLC intends to deploy enterprise level cloud based services and data vendors which will automatically create underlying database and technology scale. The proposed implementation is also applicable and intentionally extendible to all non-US copyright holders and writers/artists, thereby ensuring a truly global platform for managing royalties effectively.
- f. *Ease of Future Development:* Through the guidelines provided by the AMLC, the ongoing development of the technology services platform can be augmented, improved and extended to incorporate additional royalty collection and distribution opportunities to further enhance the value of the MLC to its constituents. The open approach toward the technology implementation will ensure the best in class services, as they become available or mature, can be integrated into the AMLC technology architecture in the future. This will include many emerging services, technology innovations and future standards that the constituents of AMLC feel appropriate to adopt over time, and are already being developed or used by the potential data and vendor partners of AMLC.

The AMLC has taken significant input from key stakeholders, potential vendors, performing rights organizations, labels, and most importantly, publishers and songwriters in formulating this technology plan, and believes the plan and approach directionally addresses most, if not all, of the objectives of the various stakeholders. Once mandated, the AMLC intends to immediately have further discussions with the stakeholders in designing and implementing best-in-class solutions prior to the launch date in January 2021 to further specify and build the supporting technology infrastructure. It is important to state that although there has been significant discussions and planning across the constituencies in preparing this document, much of the details need to be formalized once the mandate decision is made.

The AMLC will be conducting a robust RFP and review process for any vendor that is interested in providing services associated with the Technical Components listed above between now and July 2019. If selected, the AMLC will thereby have a full stack technology implementation team in place to build the system needed quickly and as a collaborative effort that allows each service to focus on what it is best at, while providing both immediate scale and cost efficiencies.

The following section focuses on specific answers to the questions posed as part of the application. (Blue Font used for Copyright Office Requests/Questions).

Specific Responses

1 (b) Ownership Identification, Matching, and Claiming Process

i. The Office solicits information tailored to the proposed MLC's ability to identify musical works (and shares of such works) embodied in particular sound recordings, and to locate the copyright owners of such musical works) embodied in particular sounds recordings, and to locate the copyright owners of such musical works, including but not limited to:

1. The proposed MLC's plan for matching sound recordings and musical works, including plans for developing or acquiring initial sets of data

The MLC is required to maintain a works database, as well as ensure recordings data related to the works are properly identified and maintained. In addition a version of this database is to be available to the "public." The AMLC intends to leverage a variety of existing sources that are already utilized by the music industry to ensure a comprehensive set of musical works and associated recordings is acquired and maintained prior to the launch.

Composition/Works Data: Composition metadata must include composition name, songwriter(s), publisher(s), percentage of the composition controlled, territory of control, ISWC (when available). In addition, contact information for the entity/person that controls the rights to the composition, payment information, country of residence for IRS and US tax requirements, Tax-ID information, if a W9 or W8-BEN has been properly filed thereby defaulting to international treatise withholdings must also be associated with each composition.

For much of the existing repertoire, this information currently exists with a number of existing incumbent entities and is broken out as follows:

- [CIS-NET](#) is a global musical works network of databases. The data comes from: 74 music rights organizations and societies that provide their domestic musical works repertoires. 48 societies contribute their international (sub-published) repertoires.

Whenever a composition is registered with any of these music rights organizations by any songwriter or music publisher located in every part of the globe, the information is updated into the CIS-NET system. In addition, CIS-NET has a Works Information Database (WID). WID is a database containing information on musical works for performing and mechanical rights. It is also a node within the CIS-NET network. Importantly, the CIS-NET system currently has over 81.1 million musical works in its database and is powered by [FastTrack](#).

Many of the potential AMLC data vendors, including [DataClef](#) (a wholly owned subsidiary of the Canadian Performing Rights Organization SOCAN) has access to and currently utilize the CIS-NET system. Through this vendor relationship, and possibly others engaged prior to launch, the AMLC will have access to all the legacy and new composition metadata registered in the system from any of the global incumbent entry points as they become members of these organizations and/or register (or update) their works with them.

In addition to all compositions and associated data in the CIS-NET system, there are also self-published songwriters and other copyright owners not affiliated with any music rights organization anywhere in the world. Existing potential MLC vendors, including major composition data services such as [Music Reports Inc.](#) (“MRI”; who have been collecting a sub-section of this data via its website on behalf of the DSPs it works for, including Amazon, Pandora, Soundcloud, etc.) will partner with AMLC to ensure the broader composition and related recording information is available and prepared for launch in 2021.

Finally, there are self-published songwriters and other copyright owners not affiliated with any music rights organization anywhere in the world that are not in, for example, the MRI system. For this constituency there will be a dedicated easy to use and understand AMLC website with the purpose of allowing these “unregistered” self-published songwriters and copyright owners to supply their information directly.

In terms of matching works to recordings, the starting point will be data provided by DataClef and MRI for their existing data sets in regards to composition metadata (songwriter, publisher, % controlled, ISWC) as well as the sound recording/ISRCs and the associated metadata (performing artists, recording name, release name) that embody each composition.

In addition, to accurately match works to recordings, the AMLC believes upon designation, and prior to it coming into effect, that it will work with [DiMA](#) and other DSPs (streaming services) to act as a source of recordings data. In addition the DSP community can help identify the current corpus of unmatched recordings (i.e. no composition data) as well as recordings with partial ownership on the associated composition (by way of example, the data shows ownership for 30% of the composition but ownership for the remaining 70% is unknown). The AMLC will work closely with the DSPs to ensure that the dataset will be easily usable and reconcilable to the existing workflows of the DSPs. We maintain that the DSPs, as primary beneficiaries and royalty payees, will be an important additional source of works and recording data.

The AMLC anticipates that incomplete DSP data should be analyzed and segmented based on the distributor of the underlying recording and then stratified into subsections of ownership percentage. For example, one (or a few) distributors may be responsible for distributing a significant portion of the recordings that have no ownership or composition data. The MLC and DiMA could then work collaboratively with the distributor to pre-identify before the Jan, 2021 launch date of the MLC, the composition metadata and ownership percentages for the “unmatched” parts of the dataset. For example, the distributor can be handed back their own sound recording data which it can then match back to the entity that gave it the recording to distribute and ask that entity to provide songwriter/publisher and ownership data which can then be brought back into the AMLC system (as well as be shared with the other AMLC vendors) and put through the existing verification process.

In addition the AMLC, in collaboration and approval from DiMA, may choose to employ third-party music metadata matching services to assist in the overall identification of recordings and the matching of works to recordings, as well as to help in normalizing the datasets across these various incumbent sources. These services typically work with industry standard data formats, including CWR for works and DDEX for recordings, which will allow for data owners across the recorded music business on both the works and recording sides to collaborate efficiently to create a robust matched dataset for the AMLC. These services will additionally help identify other related entities to a composition or recording for this important data completion process. Many of these services provide “confidence” indicators on how good they feel the matches are, which the AMLC intends to leverage if appropriate in making decisions related to data quality.

This cleansed data/information will become part of the AMLC Musical Works Database (Operational Data Store: “ODS”). The ODS is a central and key component of the AMLC’s Technical Architecture (see Appendix below for more details), providing local persistence within AMLC in support of all workflows and transactions. The AMLC Architecture specifies a cloud-based relational database with horizontal scalability. In addition, ODS will support a continuous real-time replication to associated databases to provide capacity in support of read-only functions and workflow needed to run MLC’s core royalty administration and payment functions in a scalable and consistent way.

A core concept of the AMLC Architecture is that the ODS exists in support of local persistence and transaction management, and is not intended to be an authoritative source of musical works data. The AMLC Architecture mandates delegation of authoritative data to originate and be ingested from trusted original sources outside the system. This ensures a critical component of the MMA mission, which is to have the owners and representatives of musical works be the primary source of ownership information.

The AMLC intends to leverage DataClef’s services to allow for a public “claiming portal” website for copyright owners to search a database of “unmatched” and/or partial ownership recordings for to identify a recording that embodies their composition. This “claiming portal” allows copyright owners to search recordings by text to identify sound recordings that embody the compositions. In addition, it allows a 30 second preview clip of the recording to be streamed thereby allowing the user to listen to melody, lyrics etc. to further confirm the veracity of the match.

DataClef also allows for the rights holders to submit bulk information, resolve discrepancies and data level conflicts, view which entities are claiming a portion of their compositions, and make other metadata corrections, which the AMLC believes will significantly speed up the data quality. This claiming portal is already active, live, a proven entity and being utilized by music publishers and DSPs. This also means a cost savings as basic one-time start-up costs will most likely not be required as the system is already established and operational.

Through these existing databases, the implementation of the AMLC architecture data validation and normalization processes, the AMLC will gain access to the universe of registered works, associated recordings, as well as have a scalable way to capture new works as they come into the market from all parts of the recorded music business.

By leveraging the knowledge gained through years of experience in rights management, proven business processes will be employed to perform manual research and identification activities to complement machine based identification and matching processes. The AMLC will enhance this expertise by leveraging their partnerships with rights management service providers who supply leading edge ingestion, cleansing, matching and identification services for a broad spectrum of clientele in the music industry such as CMOs, DSPs and other rights management entities. These service offerings include the ability to improve the accuracy of copyright works data by blending the various submissions from industry stakeholders to provide an accurate representation of the copyright work while retaining all instances of supplied work details in order to provide greater transparency back to the source of the work and related recording metadata. Some services will provide change management capabilities for developing a historical view of the data sources and changes to the metadata, which will provide significant improvements in auditing and provenance trail for the dataset that will be utilized by the AMLC and its constituents.

2. An explanation of how ownership information may be populated, corrected, or updated by various stakeholders and how the proposed MLC will accommodate submission of information that may vary by scale and scope depending upon the technical or business sophistication of the submitter

As described above, there are incumbent entities that have existing, proven, scalable systems and workflow for population of new, updated and/or corrected ownership information. The proposed AMLC vendors (e.g. the CIS-NET network as well as by MRI) and the AMLC dedicated registration website (as well as other potential future data partners) will broadly allow for population of new ownership information throughout the variety of constituents submitting works.

As works and recordings data are often owned by different participants (labels, publishers, PROs, independent writers and artists often own parts of the rights and related data), this approach ensures all authoritative participants can submit and build a more robust rights dataset together, and any changes in ownership can be registered effectively. This is a complicated and nuanced process that allows for confirmation of changes and updates and dissemination of verified information. In collaboration with DiMA members, rights holders and music companies, the AMLC intends to formulate then implement a robust data change management module, centered around the ODS. For corrected and/or updated information, one approach would be to develop the same data entry points (such as DataClef and CIS-NET) to be utilized by allowing for bi-directional flow of information allowing information entering from one point to then be available to others for cross check, further verification and updating. The AMLC also will build a robust interface to allow for bulk transitions of catalog or individual ownership changes (e.g. due to the sale of works catalog between publishers) to be properly updated through the chosen authoritative data partners and vendors.

Possibly augmented by the appropriate data cleansing services, this intelligent “group” approach toward data change management ensures the best current and corrected data set resides in the AMLC’s database is a key element of our proposed technology implementation. The ODS database will strive over time to build a history of all changes to ownership data, to allow the history to be easily audited by relevant parties, which will assist in much more easily dealing with discrepancy, dispute resolution, and royalty distribution audits and corrections to royalties relative to the general practices of the music business today.

AMLC will support through its entry points a variety of formats for the ingestion of new submissions, including CWR, uploads of .csv, Excel files, DDEX or via an on-line user interface with fields that the end user will populate (i.e. name of composition, name of songwriter(s), percentage controlled by each songwriter(s) etc.) Particular attention will be paid to the DIY constituency of self-published songwriters that control their rights as they represent the largest percentage of music publishers and songwriters but in many cases have the lowest level of understanding of copyright requirements, lingo and nuances.

As described previously, through DataClef, there will be a public website allowing all copyright owners to search a database of “unmatched” and/or partial ownership recordings for identification of a recording that embodies their composition. It also allows rights holders to submit bulk information, resolve of conflicts, view which entities are claiming a portion of their compositions and make other metadata corrections.

3. Best practices, methodologies or expertise (including manual processes), that the proposed MLC may employ for identification of copyright owners and matching of copyrighted works

As discussed above, the AMLC intends to use existing incumbent data services as a starting point for ensuring the best available data is persistent in the ODS for both recordings and compositions. The data and service partners the AMLC intends to align with have robust, sophisticated workflow and data checks built into their services. By ensuring close alignment with these data providers, the AMLC believes it can best leverage existing methodologies for data cleansing. By having a data “funnel” from both copyright owners and licensees (i.e. DSPs) and also potentially distributors, we believe the relevant dataset will progressively improve and benefit from the “group sourced” community of data providers.

To address the robust connection needed between creators and compositions, a scalable authenticated registry of writers, artists and music companies is required as part of proper identification, error correction and managing false claims. The described technology framework will provide a multi-party method of collecting and verifying writer and company information, applying this dataset for the functional responsibility of royalty administration within the AMLC, which can then be used by the AMLC for royalty processing. The AMLC will build both APIs and client facing user interfaces that support the workflow required to ensure a consistent registry of identities, based, again, on robust existing services, starting with MRI, DataClef and CIS-NET, expanding to other service providers over time. Industry standard identifiers utilized by the music industry today to identify disambiguate entities and creators (such as IPI, ISNI) will be heavily utilized and relied on to manage identities within the AMLC technology framework. As previously noted, this approach also allows the AMLC to add data and identity verification partners that conform to the AMLC’s guidelines, which we believe will very quickly allow for a robust and comprehensive access to data related to music industry companies and individual rights holders to allow for efficient royalty identification and processing.

The AMLC intends to build automated data reconciliation processes for both works and identities. However, it will be inevitable that there will be a fair amount of manual data reconciliation and matching, as well as a client service team needed to work on data quality and user issues that will arise, with a large and ever-growing dataset. The initial vendors working with the AMLC already process and have expertise in data quality control and manual matching. Regardless of the data services and vendors chosen, the AMLC will also sufficiently staff the database population process with internal resources to help (in conjunction with the data source partners) to identify, match works to recordings, normalize, and correct discrepancies in the data. The AMLC anticipates a quality assurance and client service team within the vendors and/or the organization itself to be an essential part of the operations of the organization. Essentially this team will be responsible for tracking down missing data and owners, as well as educating and outreach, especially to the independent writer community, to register with the MLC. In addition, especially in the pre-launch and early years of operations, the AMLC may contract the services of a business process consulting service to build and manage data changes that need to be handled manually.

4. Intended approaches to prioritization of matching efforts (including whether and how factors such as usage, royalty amounts, genre, and vintage of usage of works may guide prioritization choices)

With initial access to over 80 million works (via CIS Net), approximately 80 million recordings (via the DSP feeds and other data vendors), and by utilizing existing matched databases and services (like MRI and DataClef) the AMLC believes approximately 70% of the works can be matched, at least partially, with a high degree of confidence in its accuracy in very short order after the MLC mandate is decided.

In terms of prioritizing matching efforts, given the overall objective of minimizing unallocated or unidentified royalties, the AMLC anticipates working in tandem with DSPs to potentially leverage usage reporting as the primary determinant around prioritizing its efforts to ensure rights holders are properly identified. DSP usage reporting and royalty collections will be bucketed into identified and non-identified buckets. Given the relatively high percentage of matched works we anticipate in the early days of AMLC operations, the royalties collected from unidentified license usage will be prioritized by a combination of: number of plays, revenue generated, degree of data completeness necessary to properly identify full ownership, and the amount of time the unidentified use has been in this data bucket as well as any other criteria DiMA and/or publishers feel should be included. The entity and identity dataset previously described will be a significant contributor to the identification of many of the works/uses as well. This approach, when combined with the policies and procedures of the Unclaimed Royalties Committee, will maximize the distribution of royalties to the appropriate parties.

5. The proposed MLC's target goals or estimates for matching works in each of the first five years, and in the aggregate, expressed both in terms of a percentage of the market share of musical works in covered activities, and in terms of a percentage of the works licensed for use in covered activity

As described above, given the incentives from both the publishing/PRO side, and the DSP side to get the matching data right to allow for efficient royalty processing through the MLC, along with a deliberate effort to manually match those works not fully matched by the MLC, we believe that a robust matched database of approximately 56 million works matched to recordings combination can be established by the launch of the MLC in 2021.

Our long term forecast of works, recordings data coverage by the AMLC are as follows:

		Year End	Year End	Year End	Year End	Year End
AMLC Data Universe	Pre Launch	2021	2022	2023	2024	2025
Works (millions)	80.0	92.0	105.8	121.7	139.9	160.9
Recordings (millions)	80.0	110.4	152.4	210.2	290.1	400.4
Matched (millions)	56.0	73.6	89.9	109.5	128.7	151.3
% of Works Matched	70%	80%	85%	90%	92%	94%

AMLC estimates of the number of works, recordings and matched works over the first 5 years of operations (2021-2025) are based on a number of high level assumptions. As indicated previously we believe we can have a highly accurate dataset of 80 million works and recordings, with corresponding works that are matched with high confidence to recordings of approximately 70%, or 56 million works, which we believe is a milestone benchmark relative to best practices today.

There are a number of key assumptions in these projections, including 15% growth per year in works (and recordings) that relate to covered activities by the MLC compositions. Additional assumptions include an

average of 1.2 recordings per work being newly created, and a cap on the effective matching of 90%+ of works, as new works will continually need to be matched and data cleansed over time.

We recognize that matching works is dependent on the quality of data received from stakeholders as well as the target work itself. By employing proven matching technologies in use by our partner service providers who specialize in data matching services at the inception of the MMA mandate, we are able to deploy matching activities focusing on ingestion, cleansing, matching and mastering of target work information. Longer term, through data standardization and employing algorithms and AI based machine learning techniques (that continually rematch questionable data over time), we believe the target match rates of 90%+ is attainable. Our solution is highly scalable and able to efficiently adapt throughput to satisfy the need to populate and maintain a musical works catalogue expected to be close to 100 million musical works by the end of year one. The initial rollout of our service addresses the need to establish the core work musical work catalogue so that ongoing update activities for new work registration and the subsequent licensing requests will be efficiently managed as the service grows.

In addition to the technology innovations and improvements, there will also be further education and dissemination of information to the world's music rights organizations and independent and new songwriters/creators about required registration with the MLC in order to be eligible to receive earned mechanical royalties.

6. With consideration of the statutory timeframes regarding distribution of unclaimed royalties that accrued before the license availability date, an explanation how the proposed MLC will provide adequate opportunity to engage in requisite identification and matching efforts and for copyright owners to search and claim ownership of musical works (or shares thereof)

As discussed above, through the data partners of the AMLC, data records can be updated by users of those services to engage in data clean up. The AMLC will also provide a publicly available data search and input website that allows copyright owners to submit additional information through these data portals. The AMLC will, as part of its core architecture, build a robust company and identity dataset access mechanism with its data partners to ensure ease of identity recognition, reduce redundancy, disambiguation and duplication of data. AMLC also intends to leverage data identification services, as well as deploy a quality assurance and client support team to identify key owners, works and related recordings.

The AMLC will establish processes with DiMA member and obtain other DSP input and participation to proactively engage with the distributors identified in the analysis of distributed recordings with no ownership identified on the associated composition to have them reach out to their clients in order to gain ownership information. In addition, the AMLC in tandem with DiMA members and other DSPs will help to create a "best practices" white paper in regards to future sound recording distributions to the DSPs to proactively address the identified problems and provide solutions to minimize incomplete data related to works and recordings.

7. Intended approaches to address fraudulent claims, including any planned policies or procedures of the dispute resolution committee noted below, relevant institutional knowledge of its board members or prospective vendors, and intended documentation regarding claims or ownership or works or intended technological processes

All of the AMLC's proposed publishing board members, as required by the MMA, have extensive hands-on experience in dispute resolution, fraudulent claims and the workflow necessary to resolve these types of issues. At inception the AMLC will rely on its initial vendors and their existing proven work flow,

processes and technology (each of which have extensive systems and experience in addressing these issues) to address fraudulent claims and dispute resolutions.

The Conflict Resolution Committee will evaluate (including taking input from existing partners), recommend and implement a set of policies and procedures to allow the MLC to handle discrepancies, disputes and fraudulent claims. These policies will be implemented during the pre-launch period to ensure the proper processes and any technology needs are prepared prior to the launch. The AMLC intends to leverage its relationships with DSPs to jointly identify the origin of fraudulent claims (e.g. by the digital distributor that delivered the recording). The DSPs, with the right information and backed by proper policy implemented by the AMLC, can create incentives and penalties to the various distributors to reduce fraud.

Longer term, data will be gathered to help identify patterns that could be potentially utilized for algorithms (and possible development into advanced neural networks) that can help to identify both data and activity patterns to assist in both identifying fraudulent activities and pre-emptively keeping such activity from being initiated.

8. Any views regarding how the proposed MLC intends to interact with and address ownership information with collective management organizations that represent owners of comparable and/or associated rights.

CIS-NET, with 74 music rights organizations and societies that provide their domestic musical works repertoires, and 48 societies contribute their international (sub-published) repertoire, will act as the primary mechanism for collection societies and PROs to integrate their works data, songwriter data, and their understanding of the publishing relationships and neighboring rights and other related data to the AMLC. At the data level, the CWR standard will act as the primary data standard that allows AMLC to properly align within our technology architecture these important relationships between PROs/CMOs, publishers, publisher administration platforms and sub publishers. Where appropriate, additional data standards will be implemented to ensure the AMLC captures the widest array of relationships across the works rightsholder communities globally. As an authoritative data contributor, updates, changes and improved data input will be taken in by AMLC via CIS-NET. It is envisioned that the AMLC will expand its relationships and technology services provided to this important music industry segment as the organization grows.

1 (c) Maintenance of Musical Works Database

1 (c) Maintenance of Musical Works Database

i. While a well-functioning musical works database is presumed to be integral to administering the matching and claiming process described above, the Office solicits additional information related to the creation and operation of this historic unified music database, specifically:

1. How the proposed MLC will approach interoperability of existing or future external databases, systems and applications, including the extent to which it may adopt or engage with existing and future frameworks, standards or formats (including open standards)

The AMLC Architecture (see Appendix) is fundamentally designed to allow for interoperability and future expansion to new systems, as outlined in the Overview section. Not only will the AMLC system fundamentally utilize current best practices, data standards and leverage robust existing organizations and services, but it is also designed to be extremely flexible to both allow for existing as well as future standards to be integrated as the recorded music industry continues to progress toward a more data centric world. All potential new external databases, systems and applications will be reviewed by the AMLC prior to access to this system. By publishing standards needed for external services to integrate with AMLC's data services, the intent is to be open and fair to all potential technology partners and services to participate and quickly augment both data quality and operational efficiency of royalty processing. This "controlled" interoperability with AMLC's guidelines and standards will include some basic criteria for consideration:

- a. *Robustness of External Service:* Any service will need to demonstrate a scalable and client proven set of services and/or technologies to handle our large dataset and robust processing of rights data and royalty streams. We anticipate significant input from partners such as DiMA, the publishing community and writers represented on the board of the AMLC to help determine the appropriateness of any vendor or solution.
- b. *Leverages Existing Standards:* AMLC's approach is to use existing standards where appropriate to manage data and workflow. Industry standards (such as DDEX, CWR, IPI etc.) are essential to unify the internal workflow of AMLC with the workflow needs of publishers, PRO/CMOs, DSPs and other music industry participants. As such any additional service the AMLC considers will need to be compatible with current (and any future) standards that the recorded music industry collectively agree to adopt, with an emphasis on the works related organizations and songwriters.
- c. *API Services:* In most cases, services will need to engage with AMLC systems via secure and authorization based APIs which the AMLC's Architecture will inherently develop as part of the system.
- d. *Significant Incremental Value:* The AMLC will support services and technology that can significantly "move the needle" associated with its mandates. There will be negligible resources, if any, allocated to technology "experiments" given the importance of the mandate under the MMA.

As it relates to open standards, the AMLC is in favor of leveraging open standards that are adopted by its constituents. To date, there are relatively few open standards (DDEX and CWR are examples) or open source solutions adopted at scale by the music industry. The AMLC is open to incorporating adopted open source solutions and standards over time as long as the constituents will see significant benefit. In addition AMLC believes in working toward greater adoption and the development of open implementation of

existing music standards, and the promotion and advocacy of these standards to the music industry participants.

The AMLC will continue to collaborate with DiMA members and other partners to monitor and thoroughly review new frameworks, with the strategic objectives of continuing to evolve its core technology stack, workflow improvements, and services suite for the benefit of rights holders and licensees. It has also created a Technology Committee of pro-bono members with deep technology backgrounds to help identify and advise. We anticipate committee members also coming from DiMA members.

2. The proposed MLC's plans to utilize and interact with existing and emerging methods or standards for identification of parties and works (including hashes and fingerprint technologies)

The initial implementation plan for AMLC will focus on leveraging established companies, services and data providers to ensure a smooth launch of the organization and its processes. However, the AMLC's open approach toward technology implementation over time will ensure the best in class services as they become available or mature can be integrated into the AMLC technology architecture. The AMLC intends to leverage partners such as CISAC to stay abreast of evolving data standards and implementations. The AMLC will leverage vendor partners and DiMA members and copyright owners to collaborate on detailed specifications and implementation steps on any potential new service or technology development to ensure that the constituents provide input, feedback and expertise needed to build an ever more robust technology service for the AMLC.

As described above, the AMLC Architecture is designed to be "future proof" and adaptable to emerging technologies. As these new services mature and gain traction, the AMLC technology team will review and thoroughly assess how these services will enhance its mandate and improve rights holders, songwriters and DSPs. This will include the use of identification and watermarking technology, identification via hashes or other efficient identifiers, and electronic licensing protocols that the constituents of AMLC feel appropriate to adopt over time, and are, in some cases, already being developed or used by the potential constituents of AMLC. Some of the services that may be considered by AMLC over time include digital media identification services (provided by companies such as [Nielsen/Gracenote](#)) digital asset watermarking services (such as [Digimarc](#)), works data aggregation services (such as [Auddly/Sessions](#)) and innovative multi-party rights management solutions available in the market today.

3. An explanation of how the proposed MLC will have the capability to accept, maintain, and otherwise handle large data sets, including consideration of the scale of data that the MLC will be responsible for managing

The AMLC Architecture implementation is designed to be highly scalable. The AMLC will ensure proper controls and development efforts are in place prior to launch that can handle the initial anticipated data and user capacity, and grow into a larger universe of works and recordings managed by the organization. Our architectural approach, we believe, will actually allow costs related to running the database and related functions to be contained in a much more effective way than running a holistic solutions as a single entity. For example, by relying on robust third party cloud based technology and data services, the core technology and database requirements will be able to scale on demand, as the workflow and data volumes naturally grow. By relying on the existing players in the works registration, licensing and data management businesses, the data and workflow load of the AMLC, though significant, can be contained and more efficiently managed.

4. An explanation of how the proposed MLC intends to approach access and usage restrictions regarding the musical works database, including with respect to digital music providers, significant non-blanket licensees, authorized vendors, and other parties' timely access to data

The AMLC approach to the musical works database is to provide a minimal amount of data that is generally available to the public already via its public database. On the composition side this data would include (but not limited to) data items such as composition name, songwriter(s), associated publisher(s) and PRO(s) if applicable, contact information, and certain identifiers to help identify the work (such as ISWC, if available). For recordings, artist name(s), recording title, release title, associated label(s), p line and c line information and certain identifiers that help identify the work (such as ISWC, UPC if available).

For DSPs and other key constituents a separate data access feeds to more comprehensive data that is generally not public, but necessary for proper royalty and ownership processing (such as splits, territorial rights etc.) will be established by the AMLC. The specific mechanism and data access rules will be developed in collaboration between publishers and the AMLC to ensure confidentiality, US domestic and international privacy and data security issues and policies. This will be one of the key initial mandates of the Operational Committee, including establishing a consensus amongst the AMLC constituents in establishing a dividing line between public and non-public data and how legal frameworks will need to be translated into business logic so the technology support can properly monitor and control access to these feeds.

5. An explanation of how the proposed MLC will approach other information technology issues including security, redundancy, privacy, and transparency

The AMLC approach has been thoroughly developed to ensure that only authenticated user and works/recording metadata will be ingested, and sufficient controls will be in place to reconcile and remove erroneous or false data and ownership claims. The ODS database will be a cloud based database secured and managed by the AMLC, which only sources rights ownership data from definitive owners and representatives of copyrighted works, and usage and royalty information (and payments) from authorized DSPs. The system will inherently include data and code redundancy protection, utilizing standard industry best practices. All financial information related to entities and individuals will be managed using industry standard encryption and best practices, managed by a payments vendor(s) or services(s) that the AMLC will select.

The AMLC Technology Architecture mandates strong security including compliance with GDPR, ISO27001 as well as US, and state-specific requirements. All data will be encrypted at rest with key escrow. All inter-system communications mandate TLS protocol (transport layer security). Compute resources will be cloud based and will employ security mechanisms for isolation and redundancy.

1 (d) Collection and Distribution of Royalties, including Unclaimed Royalties

1 (d) Collection and Distribution of Royalties, including Unclaimed Royalties

i. The Office seeks information related to the proposed MLC's royalty distribution methods and capabilities. As the legislative history notes, the MLC is required to collect and distribute royalties using the information provided in usage reports on a specific schedule mandated by statute. As the history further notes, there is an expectation that "all copyright owners shall have their royalties distributed fairly and no copyright owner may receive special treatment as a result of their position on the Board, its committees, or for any other reason without a reasonable basis."

ii. Specifically, the Office requests:

1. The proposed MLC's expected competence with efficient and effective payment methods, including addressing tax and other regulatory documentation for various payees and entities

At inception, the financial service and system to pay music publishers administrators and/or self-published songwriters globally will be outsourced to an existing third-party incumbent with a core competency in this process. A number of robust services will be reviewed to find the best partner with the AMLC. The AMLC is currently considering established payment outsourcing vendors, or an entity that is not a necessarily a financial services entity, but has built the needed workflow/infrastructure into the existing work process that can be repurposed for AMLC distributions, such as existing incumbent entities MRI and/or DataClef. The AMLC system will provide mechanisms for robust, secure information exchange between the third-party vendors and the AMLC in regards to carry forward balances, uncashed or bounced payments, tax withholdings, reporting and invoicing processes, and other financial payments and processes. The selected third party financial entity will also be responsible for the storage of personal information (including tax ID, name, address, bank info etc.) under security compliant systems. By matrixing the authorized owners of works on AMLC via the other system elements discussed, a seamless payments operation is envisioned upon launch.

2. Any planned approaches with respect to the collection and distribution of royalties collected through bankruptcy proceedings

We would like further clarification on this question to ensure we accurately address this inquiry. The board of the AMLC has extensive experience in all matters of resolution of royalty collections and payments, including bankruptcy proceedings so the AMLC will have the experience and knowhow to properly put policies and procedures in place to manage all known situations related to licensee and licensor situations.

3. Information about the proposed MLC's approach to scheduling royalty payments to identified copyright owners, including whether the entirety of unclaimed royalties is intended to be distributed simultaneously

The current proposed approach is to set the royalty payments schedule to identified rights owners to occur on a calendar quarterly basis, 45 days after the end of each calendar quarter. Eligibility of receipt of earnings will be predicated on the requirements in Section 115 and any other guidance or policy the Operational Committee and Unclaimed Royalty Committee of the AMLC may deem appropriate and in line with the legal requirements.

It is the intent of the AMLC to keep distribution of unclaimed royalties to the lowest possible legal minimum, and only be done as a last resort after every possible effort is put into identifying the rights

holder(s). As previously noted, the AMLC hopes to have a 90+% matching rate for relevant compositions, which should allow for a manageable balance of unclaimed royalties. Therefore, in the event accrued but unpaid royalties are both legally eligible to be liquidated, and there is a requirement to liquidate them, they would be liquidated and processed on the same cycle as quarterly distributions.

4. Views regarding whether the proposed MLC may consider holding reserve funds to address claims that may only reasonably be identified after the statutory holding period, and what if any criteria might be used to implement any such reserve practices

Ensuring the correct rights holder(s) receive payments is the primary mission of the AMLC. Our view is that accrued but unpaid royalties should be held as long as possible in order to deal with a situation involving delayed identification after the statutory holding period. The AMLC sees very little downside in holding the gross receipts beyond the legally required floor as we refine systems, educate rights holders and improve our ownership identification processes. In addition, the accrued but unclaimed will earn bank interest that can be easily forecasted to contribute to a potential offset reserve fund. During the initial set up period the Unclaimed Royalties Committee will carefully consider how to establish the properly balanced policy of reserve fund policy and implementation to ensure the reserve fund is sized and managed appropriately. As we move forward in time, the AMLC will be able to use actuarial data around payments history, to make more accurate projections with confidence in regards to accrued and unclaimed liquidations, interest earned and the potential claims made post the statutory holding period.

5. Any policies that the proposed MLC intends to implement with respect to undertaking a fair distribution of unclaimed royalties

In the event there is a liquidation of unclaimed royalties the AMLC will follow the requirements as stipulated in the MMA, and work in tandem with the DSPs and the non-voting observer representative of music publishers to articulate and define the policy as part of the mandate of the Unclaimed Royalties Committee.

6. Any other considerations that may be relevant with respect to the distribution of claimed and unclaimed accrued royalties

Due to the complex nature of rights ownership, despite best in class systems and data, it is reasonable to assume a distribution will be made by the AMLC on claimed royalties that should not have been made, was less than it should have been, or was more than it should have been. These need to be dealt with on a case by case basis through our internal data quality and client team, as well as any external partners, to determine cause and resolve to reduce these situations in a systematic way in the future.

In addition when dealing with large sets of data and information there will always be unidentified and orphan data. However the AMLC believes every entity or person that earned the revenue should be paid the revenue they earned regardless of time frame of identification. The AMLC will use every possible effort to locate and pay the rights holders through public communications as well as by contacting distributors of relevant recordings to reach out to their client to get the rights holder(s) registered so the AMLC can pay them.

Importantly, we believe there is a serious conflict of interest that exists when a MLC board member is eligible to receive a significant portion of the accrued but unpaid royalties. The board of the AMLC will consider this carefully in establishing governance procedures and the Unclaimed Royalties Committee will establish clear guidelines and policies to reduce these conflicts.

Conclusion:

The primary mission of the AMLC is to ensure the appropriate rights holders get paid quickly, accurately and transparently as mandated by the MMA. It is essential that the newly established MLC does not create any unnecessary risks to rights holders currently receiving royalties through our current laws and mechanisms. The technology architecture and implementation plan described in this proposal is intended to ensure the smoothest possible transition to this new era in royalties management for composers and other copyright holders. We intend to achieve these objectives by:

1. Initially focusing on incumbent and broadly accepted systems, services and data providers, such as DataClef, MRI and others, to ensure a smooth transition as the AMLC begins its operations, and integrating new services only when it can significantly improve the services provided to the constituents.
2. Take a collaborative client service approach to the constituents that the AMLC is established to serve, from DSPs to publishers, artists, songwriters and PROs. Respond proactively to their evolving needs as the music industry continues to move toward a more sophisticated data oriented business.
3. Minimize unmatched royalties by leveraging large known proven data providers and additional services and processes within AMLC's technology implementation to ensure best in class works to owners matching and associations with recordings. The AMLC is committed to continuing to invest in data matching and royalty efficiency services to ensure all royalties managed by the AMLC get to the right people and organizations.
4. Neutrality of governance: the AMLC is committed to ensuring minimal conflicts of interest persist within the board, members, vendors and other constituents. Our mission is to enrich the songwriting community within the construct of the MMA, Section 115 and best practices within the music industry today.

The AMLC believes that, by taking this approach to the architecture and implementation of its technology services and policies, it is completely feasible to achieve an initial delivery by the launch date of January 2021. The approach also provides a cost effective and flexible technology capability that can grow as the AMLC grows, enhance the requirements to run an effective royalty management organization over time, and provides the operational efficiency and data transparency that is at the heart of the MMA and the MLC mandate by the copyright office.

Appendix 1

Technology Architecture Overview

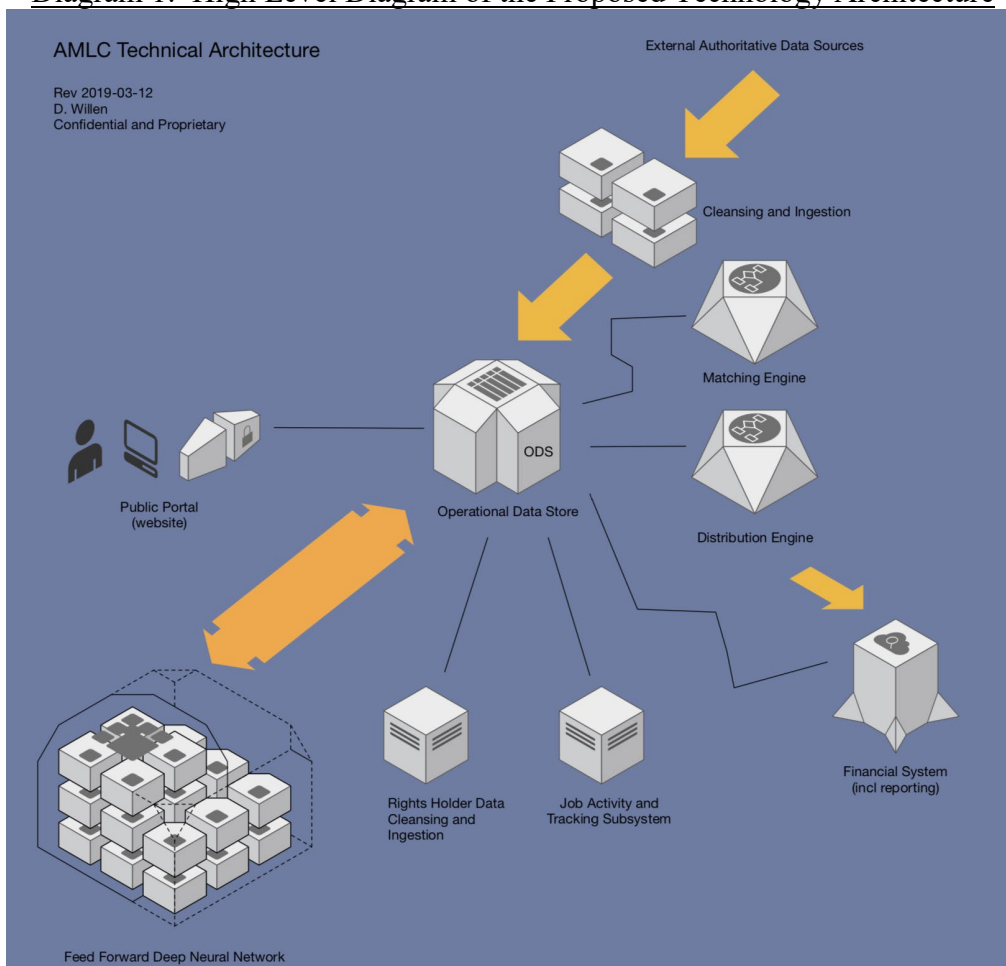
The US Music Modernization Act calls for the creation of an organization, the Music Licensing Collective, that will identify rights holders, collect royalties, and distribute royalties to appropriate parties. These activities will coexist with systems and mechanisms that exist today for royalty collection and distribution, and in some cases will supplant those processes.

The AMLC will implement systems and processes to meet those needs and understands that those systems and processes will evolve over time. There are specific requirements for initial launch. In addition, it is understood that post launch, there will be transitions in existing processes and royalty flows, and these will need to be accommodated over time.

Thus, the AMLC Technical Architecture is targeted to be both robust and flexible, with the expectation that detailed functional requirements and needs will evolve.

To address these expectations, the AMLC Technical Architecture is focused on a high level of abstraction in the design of data structures and interfaces. Initial design work will be heavily focused on abstract but specific design, followed by an initial development phase of concrete components derived from the abstract design. Where appropriate, third party vendors and their services will be engaged to ensure best in class and experienced companies are involved in establishing robust technology support for the launch of the AMLC.

Diagram 1: High Level Diagram of the Proposed Technology Architecture



The technology plan involves 3 main phases for the development of full support of the MLC mandate. The first 2 phases are fully expected to be completed by the commencement of the MLC, currently slated for January 2021. To ensure that AMLC’s technology foundation is fully functional at its formal launch date, it is anticipated that AMLC will partner with select third party systems providers as part of its technical solution.

1. Phase 1 will be the review, selection and funding of specific in-house, third party and consulting solutions, which we anticipate will be completed by September 2019.
2. Phase 2 will be the development and deployment of the initial technology architecture based on the functional requirements provided by the MMA mandate, and development to support the “go live” date of January 2021.
3. Phase 3 will be the on-going development and adaptation of the technology architecture, data acquisition and implementation as the MLC mandate matures and increases in reach.

Functional Requirements:

The following primary functional requirements have been identified to support the technology needs of the AMLC:

1. Musical Works Database
2. Rights Claiming, Rights Holder Identification and Claims Workflow
3. Royalty Contract Management
4. Royalty Collection
5. Royalty Matching
6. Royalty Distribution and Payment Management

A summary of each requirement are below:

Musical Works Database

The Musical Works Database will maintain comprehensive, accurate, and complete knowledge of all registered music globally that is related to music consumption activity as mandated by the MMA. This component includes both a core system and all ancillary functional components to load, update, query, introspect, and report on all musical works data. Importantly this database will need to match works to corresponding recordings in an authoritative and dynamic way (i.e. add recordings to works as new and or re-released recordings are registered).

Rights Claiming

Rights Claiming is the process of associating one or more rights holders with a work. Architecturally, the collection of rights holders will be maintained in the Works database. Rights holders can be associated with works as a result of data load and update processes. In addition, AMLC systems will expose public interfaces (viz. publicly accessible websites and services) to empower individuals, not otherwise connected to upstream entities and systems, to participate in the rights claiming process.

Royalty Contract Management

The AMLC will ensure relevant contractual requirements to support the MMA, such that mechanical licenses issued and alternative license terms are properly recorded and managed as part of its mandate. This will include developing (or using robust third party systems) to ensure all contractual terms relevant for royalty collection and processing are properly registered and communicated to all relevant parties.

Royalty Collection

As mandated by the US Music Modernization Act, the AMLC will collect royalties from Digital Service Providers for dissemination to rights holders. Functional requirements for royalty collection will include both abstract and concrete interfaces for data exchange with digital service providers. This system component also includes a comprehensive financial software package, to track, maintain, update, and report on all financial transactions originating with royalty collection.

Royalty Matching

Royalty Matching is the process of matching an incoming royalty payment with a work and with one or more rights holders. The AMLC royalty matching system will implement the detailed business logic of this process, using state of the art distributed processing systems, to ensure accuracy and high throughput.

Additional functional requirements for this component include a system for tracking, updating, maintaining and reporting on unmatched royalties. Continuous reporting of match statistics will be employed to provide alerts for both high rates of failed matches and to implement processes to continue to improve the match rates.

Royalty Distribution and Payment Management

The Royalty Distribution process will be implemented as a rules-based processing engine. All business rules for distribution, including fees, taxes, splits, and exceptions will be coded in an application-specific vocabulary. This semantic specification will be maintained and reviewed as part of the ongoing systems maintenance process, to ensure all rules are up to date with changing law and tariffs.

The technical architecture of this component, in addition to being rules-based, incorporates distributed processing and centralized logging to ensure maximum transactional throughput. The high throughput accorded distributed processing will guarantee accurate payments are made on time to all interested parties.

Technology Components Needed To Support The Functions

The initial MLC implementation will comprise the following high level components

1. Musical Works Database with Corresponding Recording Information
2. Works Data Cleansing and Ingestion
3. Rightsholder Data Cleansing and Ingestion
4. Public Portal (website)
5. Matching Engine Between Works and Recordings
6. Rules-based Distribution Engine
7. Financial Tracking and Reporting System
8. Job Activity and Tracking Sub-system
9. Deep Neural Network Sub-system

Each of these components will be developed by the AMLC and its selected partners prior to the start date of the MLC Mandate (January 2021).

Other Technology Requirements:

Non-functional requirements for AMLC Technology encompasses several critical business goals:

1. Systems Reliability
2. High Availability
3. Error Detection and Management

Systems Reliability

All AMLC technology components are designed and built to provide a high level of reliability and resiliency. Resiliency is achieved through a combination of robust design precepts and a focused software development lifecycle. Detailed and comprehensive operational monitoring of all components and transactions is essential to proactive error detection and correction, and is fundamental to the AMLC architecture.

High Availability

All AMLC technology components are implemented using public cloud infrastructure and support mechanisms. The technology architecture intrinsically requires a non-centralized, distributed topology, thus ensuring scalability as needed to meet capacity requirements.

Error Detection and Management

Fundamental to the nature of the MLC and its related workflows are the concepts of data leakage, data mismatch, non-happy day scenarios, edge cases and their resulting pathologies. As such, a critical and core component of the AMLC Technology Architecture is error detection and management. All AMLC Technology Components are designed with error detection and management as a core non-functional requirement. Error handling will not be, as is so often the case, an afterthought. The AMLC Technology Architecture specifies either an in house or third party machine learning algorithm, implemented as feed-forward deep neural network with regularization, to drive error management in all components. This would include transaction music metadata updates from non-trusted sources pass through a trained deep neural network for anomaly detection before being processed.

1 e. Investment in Resources and Vendor Engagement

e. Investment in Resources and Vendor Engagement

i. The Office understands that proposals for designation as the MLC may rely on one or more vendors to “demonstrate to the Register of Copyrights that the entity has, or will have prior to the license availability date, the administrative and technological capabilities to perform the required functions of the mechanical licensing collective.” To the extent not already provided, the Office therefore seeks information about actual or potential vendors, including the specific functions to be addressed by a given vendor, the vendor’s relevant experience with clients and projects involving similar scale and type, or industry-specific knowledge.

ii. The Office requests, to the extent practicable:

- 1. The estimated number of employees the proposed MLC intends to hire and/or engage through vendors in each of the first five years*

Four primary vendors: The AMLC has held discussions with four primary vendors that are discussed in detail in the Technology budget section. These vendors (IBM is one of them) are experienced in the development of systems that the AMLC will use to capture information accurately and on time and deliver payments to correct recipients. They all are capable of providing the scale needed.

Eleven employees: The AMCL will have four officers, CEO, COO, CFO and Chief Technology Officer. The CEO will be responsible for implementing the strategy. The COO will oversee daily operations as well as the Education and Outreach programs.

- 2. The names and resumes of any key employees that the proposed MLC may have engaged to design and operate the statutorily required function of the MLC*

The AMLC has engaged David Willen (resume attached) to design and implement the technology solution. He has extensive experience in building and operating high transaction volume businesses including those involving music royalties. Members of the AMLC team have known David for more than twenty years and are highly confident of his capabilities. David currently holds the position of CTO at Audiam, a North American digital reproduction collection agency for publishers and songwriters for all interactive streaming entities including, but not limited to, Apple Music and Spotify. David is currently working with the AMLC on a pro bono basis.

- 3. The contracts the proposed MLC has engaged in, or any funds or other items of value the proposed MLC has exchanged in anticipation of being designated as the MLC*

None.

- 4. Information regarding any conflicts of interests, including but not limited to disclosure of common ownership or other direct or indirect economic relationships, between board members of the MLC, their associated publishers and/or catalogs, and actual or potential vendors*

None.

- 5. To the extent unaddressed elsewhere, information regarding any relevant “request for information” or “request for proposals” issued by the proposed MLC and responsive*

submissions to the extent this information is relevant to the entity's ability to perform the statutory functions of the MLC

During the process of assembling this application, the AMLC identified vendors who have worked with a number of members of DiMA. In those cases, the DiMA members performed their due diligence and successfully completed various projects with the vendors. In addition, in discussions with DiMA members the AMLC disclosed these vendors to DiMA members for their feedback and approval. All were approved, and the AMLC believes that these vendors will enable the MLC to perform the statutory functions of the MLC.

In addition, several AMLC Board and committee members have worked with the vendors in other capacities allowing them to adequately assess the vendors' capabilities. All were satisfactory.

1 (f) Funding

f. Funding

i. While the Register's process of designating an MLC is separate from the establishment of an administrative assessment by the Copyright Royalty Judges, understanding the proposed funding for the MLC (in advance of the establishment of the administrative assessment) is important to confirming that the MLC will be ready to adequately perform its required functions by the license availability date and beyond. Further, the statute separately directs the MLC to establish procedures to guard against "abuse, waste, and the unreasonable use of funds." Accordingly, the Office requests, for the purposes of this designation process only, and without prejudice to the future administrative assessment proceeding, to the extent available the anticipated annual costs of the proposed MLC in each of the first five years (or the anticipated range of costs), itemized to the extent possible.

Here is a summary of the five year budget:

BUDGET							
Technology infrastructure							
Technology development	5,000,000	3,000,000	2,000,000	1,000,000	1,000,000	1,000,000	13,000,000
Technology infrastructure	1,119,371	1,880,544	2,350,680	2,585,748	2,820,816	3,055,884	12,693,670
	6,119,371	4,880,544	4,350,680	3,585,748	3,820,816	4,055,884	25,693,670
Administrative and operations							
Personnel		1,615,000	1,695,750	1,780,538	1,869,564	1,963,043	8,923,894
OpEx	193,750	592,250	621,863	652,956	685,603	719,884	3,272,555
Education & outreach	250,000	500,000	525,000	551,250	578,813	607,753	2,762,816
Licensing & Legal	400,000	600,000	630,000	661,500	694,575	729,304	3,315,379
	843,750	3,307,250	3,472,613	3,646,243	3,828,555	4,019,983	18,274,644
Totals	6,963,121	8,187,794	7,823,292	7,231,991	7,649,371	8,075,867	43,968,314

Since the MLC does not expect to be generating income, there is no assumption of revenue. The budget was constructed by making assumptions about gross receipts, not revenue. There is no assumption for receipt of commissions for collecting and distributing MLC royalties. The five-year operating costs are estimated at approximately \$43.9 million. Per the MMA, it is assumed that funding will be provided by the DSPs. It is possible over the five-year period that some additional revenue sources may be identified and provide some small inflow of funds.

2. Information related to the planned funding of the MLC operations prior to receipt of administrative assessment funds, including information that may relate to voluntary contributionsin advance of the establishment of the administrative assessment... is important to confirming that the MLC will be ready to adequately perform its required functions by the license availability date and beyond

The AMLC believes there are several possible sources of funding during the start-up phase and prior to receipt of the funding that is to be provided by the new legislation. As a policy, the AMLC does not intend to utilize debt nor leverage the business in any way except, perhaps, during the initial MLC startup phase. Recognizing the financial obligations in the start-up phase, the AMLC intends to collaborate with DiMA to further finalize a budget for approval by the Copyright Royalty Judge. When appropriate, the AMLC will approach the DSPs and DiMA members for advances against the budget. Once the budget has been

approved by the Copyright Royalty Judge, the AMLC expects to work collaboratively with DiMA to continue ramping up the MLC funding.

Other possible sources of funds are:

1. Short term working capital loans from banks that have expressed an interest in supporting the AMLC. These banks will look to the legislation that provides permanent funding as credit support for such loans.
2. Financing arrangements with vendors: At a minimum the AMLC will negotiate extended payment terms and other financing arrangements, all predicated on the permanent funding that the new legislation provides.
3. Other interested parties, particularly those who have the ultimate responsibility to fund the MLC, to provide temporary funding during the startup phase.
4. Interest income from unclaimed accrued royalties. See 4 below.

3. Information related to whether and to what extent the proposed MLC may take on debt obligations to fund its operations, and what collateral may be used to secure such debt

As policy, the Board of the AMLC does not intend to incur debt nor leverage the business except, as previously described, during the startup phase of the MLC formation. Board authorizations will limit the ability of AMLC officers to incur debt.

4. Information regarding whether and how the proposed MLC may apply unclaimed accrued royalties on an interim basis to defray operating costs, as well as any accompanying plans for future reimbursement of such royalties from future collections of the administrative assessment, including relevant legal considerations and guidelines in the event the proposed MLC does intend to apply unclaimed accrued royalties.

Philosophically and by policy, the AMLC believes it is inappropriate to apply songwriters' and publishers' royalties to cover operating costs of the MLC. Notwithstanding, interest income earned from the unclaimed accrued royalties may be used to defer initial operating costs of the MLC during the startup phase. The goal of the AMLC will be to recoup any and all costs from the DSPs, and whenever possible to apply those recouped costs to songwriters' and publishers' royalties.

5. Further, the statute separately directs the MLC to establish procedures to guard against "abuse, waste, and the unreasonable use of funds."

The AMLC Board will approve a budget and implement internal controls to limit the spending authority of the officers and all MLC employees. The Board will regularly review financial performance, analyzing monthly reports of actual spending vs. the budget. Appropriate and timely adjustments will be made to adhere to the budget.

1 (g) Education and Outreach

g. Education and Outreach

i. The Office welcomes information regarding how a proposed MLC intends to pursue its education and outreach efforts, including how it intends to reach diverse audiences to “engage in diligent, good-faith efforts to publicize the collective and ability to claim unclaimed accrued royalties for unmatched musical works (and shares of such works). Please reference any relevant experience of proposed board members, personnel, and potential vendors.

Education and Outreach

In order to reach a diverse audience to engage in efforts to publicize the collective and the ability to claim unclaimed accrued royalties for unmatched works, the newly formed MLC should go above and beyond the diligent efforts that are required by the new Music Modernization Act. Our ultimate goal for the MLC should always be for the maximum registrations of works by their owners or representatives. To do so, we have developed an education and outreach strategy that that will accomplish three tasks: Engage, educate and follow up. The MLC needs to reach large groups of previously unengaged songwriters and copyright owners as well as those who have already registered with PROs in the US and various other CMOs around the globe. Our strategy is to identify where the most rights holders are, with the most need for information, and target them with our education strategy. The MLC’s education about the royalties that they collect and distribute needs to be digestible and understandable for all individuals communicated in English, Spanish, and additional languages on an as needed basis for targeted songwriting communities where the MLC determines special outreach is needed.

This education strategy will focus on four questions we’ve identified as essential for rightsholders:

1. What is the MLC?
2. Does the MLC have royalties that are owed to you?
3. How do you create a Common Works Registration (CWR)?
4. How do you register with the MLC and receive your money?

After we have successfully educated many of the people we have connected with, we must survey and engage with our users to confirm that they have completed and understood our registration processes. We will encourage those who have successfully completed the processes to share their experience with us and a larger community. Our follow up strategy will keep potential and new users regularly informed of changes and updates to an evolving system.

Engagement

In order to reach as many potential users as possible, the strategy will be first to cast a very wide net that will be refined over time through monitoring. Doing this includes three distinct marketing avenues:

1. Advertisements
2. Press Outlets
3. Social Media / Word of Mouth
4. MLC presence at industry conferences and music industry related events
5. Event Sponsorships / Brand Partnerships
6. Appointment of head of customer care and well-trained and knowledgeable in-house representatives accessible via phone and email.

These avenues for our messaging will direct traffic on the web to three destinations where the MLC can engage with the prospective copyright owner (or representative) on their level of expertise about Common Works Registrations and mechanical royalties. These destinations will be:

1. Education webpages and an FAQ section hosted on the MLC website in English and Spanish, with additional languages to be determined based on need.
2. Trusted platforms that are commonly used for hosting educational videos (YouTube, etc.)
3. Trusted industry and educational blogs and sites

Advertisements will contain clear messaging, call-to-action buttons, and/or links that direct users to the destinations listed above. These ads should be posted without discrimination across social media platforms, PRO and neighboring rights websites, industry and business media outlets, music gear stores and auction websites, and other popular platforms with high visibility.

The demographics that interact with these ads will be monitored by several tracking pixels placed throughout the MLC website. The analytics provided by these pixels will give a more detailed look at where large numbers of potential MLC users live and what their internet behaviors are. We will also be able to see which educational tool users are most drawn to, indicating what level of expertise large groups of visitors fall into. This can then help us tailor our messaging and redirect marketing money to focus on avenues that have the biggest impact towards reaching audiences. We can save, share and import audiences collected by the pixels on social media platforms such as Facebook and YouTube. With that data, we can “clone” these audiences and target new users that have similar habits on the internet to identify other potential songwriters and copyright owners that we can market directly to.

Press releases and direct contact by publicists should engage the music press with our messaging and outreach. When writing or talking about the MLC, outlets should be encouraged to embed website links and/or call-to-action buttons in their articles and posts. Using our website’s pixels, we can also track which sites are receiving the highest engagement. The most successful outlets can have marketing money redirected to them for advertisements. Additionally, a list of these high performing sites will be created for future planned updates as the MLC evolves and a new need for outreach arises. Interviewees and sources for the articles will be trained in steering messaging in the media with clear, consistent messaging with education of MLC being its primary focus

The social media outreach will start with the MLC’s own profiles that have clear and direct links to the website for education and registration. All links will be consistent and easily found in profiles, descriptions and “About” pages on all platforms. The messaging on social media will be on brand along with the advertisements, but with a more casual messaging. This will create a connection to the associated advertising to increase awareness across formats. The messaging across platforms will promote community-wide awareness by including calls for users to share and repost to friends and colleagues. Also, influencers inside the music and songwriting community can be partnered with to utilize their larger audiences and attract stronger attention for this message. Hashtags also will be used in order to create a searchable conversation on several platforms. Appropriate hashtags can draw in new audiences that may not have been found through word of mouth or advertising. By associating our message with popular keywords or hashtags, we can reach potential users of the MLC that are simply searching for interests that relate to music creation, songwriting, publishing etc.

This outreach will include regular, consistent updates on MLC website education page(s) and extend to dedicated social media sites such as Facebook, Instagram, Twitter and similar social messaging platform.

Our message will also capitalize on the MMA’s provision for an initial one-year period to claim MLC’s existing unclaimed blackbox royalties. The sheer size of the initial black box will attract attention from the press, word of mouth, and on social media platforms. This excitement can be leveraged by advertisements with eye-catching and quickly informative designs including featured quotes or statistics, and an initial

deadline to register. Reiterating the urgency of registering at different points throughout the first year's deadline should help spread the word of the MLC at a faster pace than without this deadline to register.

In addition to traditional advertising, brand awareness of the AMLC will be raised by **sponsoring events** that are attended by songwriters and copyright owners. Associating the MLC with suitable brands at music festivals, trade shows and showcases will continue the conversation about the MLC in spaces that are populated by fellow songwriters and copyright owners. Links to our website and other informational pamphlets can be available to answer questions that perspective MLC users may have while engaging with each other in person.

A staff of approximately five full time **customer care representatives** will further engage and manage songwriters, thus developing personal relationships with them. The role of MLC customer representatives will be to help with registration, answer questions, provide solutions, and assist with information updating, user error problems and high-level needs of the publisher and songwriter. Direct phone access to customer care representatives is especially important, as accessibility provides confidence in MLC's services and capabilities.

Education

The engagement strategy, through the initial outreach and retargeting, will maximize web traffic to the MLC site and trusted video platforms around the world where we can educate the new MLC users on the four essential questions identified earlier. The educational tools will be clearly labeled and chaptered as to not waste time of experienced rights holders only needing to learn the new steps necessary to register individuals and their works with the new MLC. These tools will be delivered via video content, which is easily shareable and is now a popular method of education, alongside written content on the MLC website.

A. Video Content

A series of budgeted online 10 to 15-minute tutorials will be created to educate anyone with the information they need to get works registered and assigned to the correct copyright owner or representative. The series will take the form of chaptered productions covering the following topics, to create context and include detailed steps for registrations:

1. An educational introduction into all music royalties
2. A detailed overview of mechanical licenses, registration and collection with the MLC
3. A how-to on the creation of a common works registrations
4. A step-by-step on how to navigate the MLC website, confirm registrations and sign up to receive payments

Video 1 – An Overview of Music Royalties

This royalty overview video will provide context for MLC users and offer another avenue to drive additional traffic to the website regardless of a specific interest in mechanical royalties. The topic of music publishing registration and collection is a confusing subject for a large population of songwriters. This will create an educational destination to attract visitors looking for knowledge on music business essentials.

Video 2 – Mechanical Royalties and The MLC's Collection Processes

After a user understands the context in which mechanical royalties exist, a detailed overview on the MLC will educate users that are new to publishing. It will also target users with an intermediate knowledge of rights management who are also interested in the new MLC organization, how it operates and the laws that govern it.

Video 3 – Common Works Registrations

The creation of a Common Works Registration might be the most complex but most important part of the user education process, featuring an overview of the contents of CWR, where to find the required contents, rules regarding qualification for CWR, etc. Educating users on the proper procedures involved in creating common work registrations will be one solid, additional tool offered in order to limit the amount of unclaimed and mismatched royalties.

Video 4 – Navigating Our Website

Finally, a step-by-step on navigating the website and the MLC organization will consist of simple solutions to questions and issues that could arise while submitting and reviewing registrations. This should also show viewers where to enter data about contacts and payment methods.

Across all videos, by creating clear and simple video navigation to the different sections within each video, users' time will be saved, thus reducing bounce rates off the MLC pages, keeping visitors engaged for longer and hopefully accomplishing more on the site. Additionally, we will also track which videos receive the highest engagement by view count.

B. Written Content

In addition to these four educational videos, a blog style section will include the same information divided with the same titles and chapters that can be crawled by search engines and read through by users looking for reference material to answer specific questions. The same graphics that are created for the videos will be displayed in this section and the entire written section and associated graphics will be downloadable, shareable and embeddable on other sites.

In addition, there will be a searchable FAQ database, an index of the topics covered in the various videos and blog posts, and a support section with external links to other informational sites.

Follow-up

The last arm of our strategy, after our awareness and educational campaign, is to follow up with visitors of the site as best we can with the information we collect from them voluntarily and through tracking. We will encourage visitors to sign up to an email list to receive monthly news and updates on the MLC. We will send follow-up surveys on if and how the site performed according to their needs and expectations, especially at the early stages of the campaign. Through this, we can get information back about their experience as we improve our knowledge on the success of the website itself; while simultaneously encouraging them to continually update and input data into our system. All this information will help us tailor our services and education tools to their needs.

Conclusion

This all-encompassing strategy will reach a significant population of under-informed songwriters and copyright owners, creating a new level of awareness throughout the community. With the algorithmic approach through tracking analytics, a wide non-discriminating base of registered writers, and works, will be created upon which further outreach can be built. This outreach will find the people that need the most education and direct them to the tools and knowledge they need to solve many of the problems of unmatched royalties. We believe this strategy will bring us to our goal of the maximum number of copyrights and funds matched to their owners.

2. (a) Governance - Composition

2. **Governance** (the following questions are directed at identifying an entity that can best adhere to the required governance criteria outlined in section 115 (d)(3)(D) of the MMA).

a. **Composition**

i. As directed by the statute, the Office requests:

1. The name and affiliation of each member of the board of directors described above and in 17 U.S.C. 115 (d)(3)(D)(i)
2. The name and affiliation of each member of the operations advisory committee described above and in 17 U.S.C. 115 (d)(3)(D)(iv)
3. The name and affiliation of each member of the unclaimed royalties oversight committee described above and in 17 U.S.C. 115 (d)(3)(D)(v)
4. The name and affiliation of each member of the dispute resolution committee described above and in 17 U.S.C. 115 (d)(3)(D)(vi)
5. Proof that the proposed MLC is a nonprofit entity, not owned by any other entity that is created by copyright owners to carry out responsibilities set forth in the statute.

ii. In responding, please also address the following topics to explain how these individuals, and the respective board or committees, meet the statutory criteria:

1. The process and criteria used for selection of board and committee members
2. How the proposed songwriter board members individually and together faithfully reflect the entire songwriting community
3. How the proposed music publisher board members individually and together faithfully reflect the entire music publisher community
4. Whether the proposed MLC believes that the board members who are “representatives of music publishers...to which songwriters have assigned exclusive rights of reproduction and distribution of musical works with respect to covered activities” could include representatives of music publishing administrators, where copyright ownership interests are not transferred to the publisher, but remain with the songwriter(s)
5. Whether board members, who are either representatives of music publishers or professional songwriters, intend to license covered activity through the proposed MLC, or whether, and to what extent, they intend to license covered activity directly with licensees
6. With respect to the unclaimed royalties oversight committee, how the proposed members possess specific insight and knowledge about the types of owners and songwriters whose works may be susceptible to being unmatched and unclaimed.

iii. The Office notes the Presidential Signing Statement accompanying enactment of the law indicates an expectation that the Register work with the MLC, once it has been designated, to ensure that the Librarian retains the ultimate authority to appoint and remove all directors. The Office invites comment regarding how the proposed MLC intends to address issues relating to succession of board and committee members, and any other obligations that may be impacted by this statement.

AMLC Board of Directors (Voting)

Maximo Aguirre	Maximo Aguirre Music Publishing, Inc.
Wally Badarou	ISHE sarl Music
John Barker	ClearBox Rights, LLC
Rick Carnes	Songwriter
Marti Cuevas	Mayimba Music
Joerg Evers	Eversongs
Brownlee Ferguson	Bluewater Music Corp.
Henry Gradstein	Law firm of King, Holmes, Paterno & Soriano; Independent Publisher
Imogen Heap	Songwriter
Zoe Keating	Songwriter
Lisa Klein Moberly	Optic Noise
Ricardo Ordonez	Union Music Group
Jeff Price	Audiam, Inc.
Maria Schneider	Songwriter

Note: In the event a major publisher would like a voting board seat, we would absolutely accommodate it and replace one of the current publisher board members.

Observer Seats (Nonvoting)

David Wolfert - Music Answers – a nationally recognized nonprofit trade organization whose primary mission is advocacy on behalf of songwriters in the United States.

Digital Licensing Coordinator – to be chosen by DiMA.

A representative of the nonprofit trade association of music publishers – to be filled by NMPA. The AMLC has already extended an invitation to NMPA to fill this seat.

**Indicates board member in compliance with nonprofit regulations*

Operations Advisory Committee

Brownlee Ferguson * – Bluewater Music Corp. – copyright owner
Caleb Shreve – Killphonic Music – copyright owner
Frank Liddell – Carnival Music – copyright owner
Jeff Price* – Audiam, Inc. – copyright owner
4 representatives of Digital Service Providers

Unclaimed Royalties Oversight Committee

Ricardo Ordonez* – Union Music Group – copyright owner
Gian Caterine – American Music Partners West - copyright owner
Carlos Martin Carle – Mayimba Music – copyright owner
Juan Hidalgo – Juan y Nelson Entertainment – copyright owner
Al Staehely – Entertainment Lawyer – copyright owner
David Bander – copyright owner
Joerg Evers* – professional songwriter
Rick Carnes* – professional songwriter
Zoe Keating* – professional songwriter

Stewart Copeland – professional songwriter
Hélène Muddiman – professional songwriter
Anna Rose Menken – professional songwriter

Dispute Resolution Committee

Peter Roselli – Bluewater Music Corp.
Hakim Draper – Boogie Shack Music Group
Jonathan Segel – Copyright Owner
Wally Badarou* – professional songwriter
Imogen Heap* – professional songwriter
Jon Siebels – professional songwriter

Importantly, the AMLC has established four additional support committees that will include members who may not qualify as a songwriter or copyright owner, but who have specific talents and gifts in certain areas that will be of great benefit and support to the AMLC board and Committees.

These additional support committees are:

Audit and Finance Committee – Established to assist the board in providing financial oversight for the organization, including budgeting, financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies of the MLC.

Current Members: Rhonda Seegal
Gian Caterine

Education and Outreach Committee - Established to assist the board in promoting the awareness of the MLC, its activities and information needs, and related education to all songwriters, song owners, the music industry, and all other interested parties.

Current Members: Marti Cuevas
Hélène Muddiman
Anna Rose Menken
Maria Schnieder

Technology and Security Committee – Established to provide the MLC with technical advice in the rapidly changing fields of various technological developments useful to the operations of the MLC and its vendors.

Current Members: David Willen
Peter G. Jessel
Lisa Klein Moberly
David Bander

International Committee – Established to provide the MLC with a voice of interests, concerns and impacts of the MLC from song owners and songwriters in territories outside the United States.

Current Members: Maximo Aguirre
Alejandro Martinez
Juca Novaes

(Bios for members above are attached at the end of this document. **(SCHEDULE A)**)

Proof that the proposed MLC is a nonprofit entity, not owned by any other entity that is created by copyright owners to carry out responsibilities set forth in the statute.

Please see the attached Certificate of Incorporation. **(SCHEDULE B)**

In responding, please also address the following topics to explain how these individuals, and the respective board or committees, meet the statutory criteria:

• **The process and criteria used for selection of board and committee members;**

Our process and criteria were to focus and recruit a team of highly qualified individuals with the appropriate backgrounds, skills and philosophy in order to ensure the creation of an efficient and fair MLC. With the unique nuanced issues, processes, workflow and systems to build in mind, we chose board and committee members with experience in the sectors listed below who have extensive entrepreneurial and problem-solving talents. In addition, as inferior officers of the United States government (and in general), we made it a criterion to avoid perceived and actual conflicts of interest that could be realized in the form of self-enrichment (i.e. being recipients of significant amounts of the accrued, but unpaid royalties). Finally, all board members believe accrued and unpaid royalties must be kept to the lowest possible level and that every songwriter and publisher are paid what their compositions actually earn.

To accomplish these goals, we invested considerable time analyzing and dissecting the, requirements, impediments, problems and solutions in regard to the following issues the MLC will face:

- Licensing
- Registration of works
- Understanding of US copyright law to be eligible to receive payments
- Accurate, timely and compliant payments
- Understandable and easy to use royalty statements
- State of the art technology infrastructure
- Scalable systems
- Privacy requirements
- Algorithmic search capabilities
- Accurate mapping and matching of a recording to a composition
- Database architecture
- Uses of Artificial Intelligence and a Neural Network
- Tax Treaties, withholdings, W9, W-BEN and other regulatory and compliance requirements for individuals and corporations receiving payments
- Data ingestion
- Metadata standardization
- Current unpaid royalties
- Existing flaws in the pre-MMA systems
- User interface requirements
- Customer support and customer care issues
- Analysis of the market in regard to copyright holders, number of works being created and unpaid royalties

- Authentication of information
- Existing incumbent systems and data
- Big data infrastructure
- Industry standards
- Music Publishing and Music Service licensing agreements
- Monthly reconciliation of payments
- Rounding issues due to payments going out over twenty-seven places to the right of a decimal point
- Currency conversion
- Existing body of works and future projections of incremental works being created and exploited
- Legacy data entry issues, including counter claims
- Industry relationships and connections
- Knowledge, relationships and hand-on work experience with the global songwriter, publishing community outside of the U.S.

After analyzing the skills needed, an active recruitment campaign for board and committee members began. Each selected board and committee member were required to have proven skill sets and practical hands-on work experience in the above sectors. No board nor committee member was selected for optics or political reasons. Each had to have verifiable successful work experiences, knowledge, and a record of project execution connected to the above issues that consistently met budgets and time constraints. In addition, first-hand work experience and knowledge of music rights organizations and how they operate, the registration of copyrights within those organizations, conflict resolution processes and knowledge of the existing databases, and how data is shared between those organizations were also requirements.

In addition, as the MLC will work for the global songwriter and music publishing community, we searched for qualified candidates from other parts of the world who have significant knowledge and experience in the above sectors as well as ties to the global songwriter and music rights organizations. This explains why our board members include representatives from not only the US, but also from Mexico, Central America, South America, EU/UK and Africa.

Philosophically, each member is required to have a passion to work for the entire market of copyright holders, composers and music publishers rather than a limited segment of the market. In addition, each had to be unimpeachable in regards to any perceived or actual conflict of interest and not significantly benefit or enrich themselves, if at all, from any liquidated accrued, but unpaid royalties.

• **How the proposed songwriter board members individually and together faithfully reflect the entire songwriting community**

Songwriters initiate the entire musical process and eco-system with the creation of songs. Without songwriters there simply would be no music and no musical recordings. The owner or administrator of a composition may change, but the creator of a song never does. Over 95% of the world's songwriters own, control and administer their own publishing as self-published songwriters.

In addition to creating the song, songwriters are also responsible for the distribution of over 250,000 new sound recordings into the U.S. (and world's) digital musical eco-system **each month**. In just the last year, hundreds of thousands of DIY copyright owners created and distributed at least 6 million works. In the past

10 years, millions of copyright owners distributed over 20 million songs to streaming services. The majority of music copyrights being created, works being written, recorded, distributed and made available to stream in the U.S. (and around the world) overwhelmingly come from this constituency.

Therefore, the MLC must work not only for the legacy industry and legacy songwriters, but also for the current and future songwriters of the music industry. To that end, the songwriter board and committee members, in conjunction with the publishing administrators board members, must faithfully and without conflict of interest represent the entire global spectrum of songwriters whose works are being streamed in the United States.

The different segments of songwriters that must be served are:

1. Self-published songwriters

Self-published songwriters own, control and administer their own works. This is the single largest constituency the MLC will serve. There are more of these self-published songwriters than all other songwriter categories combined by at least a factor of 10.

2. Songwriters in publishing administration deals with the “Major” music publishers - Sony, Warner and Universal

Songwriters in publishing administration deals with the “Major” music publishers own their own works, but have entered into a contractual arrangement with one of the three major music publishing administrators to administer and collect royalties for them. This is the *smallest* pool of songwriters in the global set of total songwriters, copyright owners, and number of compositions created and owned.

3. Songwriters in publishing administration deals with “Independent” music publishers

Songwriters in publishing administration deals with “Independent” music publishers own their own works, but have entered into a contractual deal with one of thousands of companies around the globe whose expertise is to license and collect revenue for the use of their clients’ musical works. This is the second largest pool of songwriters in the global set of total songwriters, copyright owners and number of compositions created and owned. However, it too is numerically dwarfed by the Self-Published songwriters’ sector.

In addition to the three segments of songwriters listed above, the representation of the songwriters must be a global representation as the MMA impacts all songwriters whose music is streaming in the United States. Therefore, the MLC will be representing, licensing and collecting for global Self-Published songwriters as well as domestic. The smaller pool of songwriters in administration deals with major music publishers or large independent music publishers will most likely not be licensed and collected via the MLC due to the publishing administrators having direct license agreements with the DSPs.

Finally, in a small number of cases the songwriter is signed by a label (either a major or independent) to record his/her own songs. In these cases, the songwriter is also the performing artist. This segment of songwriter provides additional important insights and perspective to the inner mechanisms, needs and requirements necessary to best serve the global songwriter constituency.

With all the above factors in mind, the self-published songwriter designated board members of the AMLC were chosen base on their ability to represent every category of songwriter.

Additionally, some of the designated publishing/administrator board members of the AMLC began their careers as self-published songwriters before expanding to become full- on global publishing administrators for other songwriters. Their experience, background and passion for songwriters are also being drawn upon to ensure representation of all songwriter categories regardless of location.

Board members with direct songwriting experience include:

Wally Badarou
Stewart Copland
Joerge Evers
Rick Carnes
Marti Cuevas
Imogen Heap
Zoe Keating
Maria Schneider
Helene Muddiman
Anna Rose Menken
Jon Siebels

• How the proposed music publisher board members individually and together faithfully reflect the entire music publisher community:

There are a number of distinct categories of music publishers that must be faithfully served and represented.

Self-published Songwriter Music Publishers

Self-published Songwriter Music Publishers are music publishers that own, control and administer their own works. They perform three functions: (1) songwriters who wrote their own songs; (2) music publishers as they own their portions of the copyrights in the songs they have written, and (3) publishing administrators as they license and collect revenue for the use of their songs. As with songwriters, this is the single largest constituency of Music Publishers that the MLC will serve i.e. the self-published songwriter. There are over five million of these independent publishers globally whose songs are being streamed in the United States, and there are significantly more of them than all other music publishers combined.

Independent Music Publishing Administrators that are not Self-Published songwriters

Independent Music Publishing Administrators that are not Self-Published songwriters are hired by songwriters who own their copyrights to license and collect revenue for the use of their client's musical works. There are thousands of Music Publishing Administrators that are not Self-Published songwriters working on behalf of songwriters around the world.

Major Music Publishing Administrators

There are the current three “major” music publishing administrators: Warner, Universal and Sony. Major Music Publishing Administrators are not Self-Published songwriters. Three entities do sign a very small number of administration deals with current songwriters and represent works written by a small select group of “legacy” songwriters as compared to the total population of songwriters/publishers.

In addition to the three categories of Music Publishers articulated above, it is important to note that in some cases the “Independent Music Publishing Administrators that are Not self-published songwriters” and the

“Major Music Publishing Administrators” own copyrights written by songwriters. In these cases, the songwriter is still the person that wrote the song but the Music Publishing Administrator becomes the Music Publisher as well. However, with the passage of time, many of these songs are eligible to (and in many cases have) revert back to the original songwriter (or his/her estate). In addition, many works owned or controlled by the major music publishers pass into the public domain as time progresses.

To accurately represent the entire music publisher community as defined in the MMA, not only must the publishing board and committee members represent the multiple categories listed above, but they must also represent the music publishers in other countries around the world.

To faithfully serve the entire music publisher community there should not be a conflict of interest or incentive that significantly rewards music publisher board or committee members by having them receive the accrued, but unpaid royalties owed to the very music publishers they are to represent.

The board members of the AMLC fit all these requirements.

Henry Gradstein
John Barker
Jeff Price
Ricardo Ordonez
Lisa Klein Moberly
Brownlee Ferguson
Marti Cuevas

Whether board members, who are either representatives of music publishers or professional songwriters, intend to license covered activity through the proposed MLC, or whether, and to what extent, they intend to license covered activity directly with licensees.

All board members who own copyrights intend to have the MLC issue licenses on their companies’ behalf.

With respect to the unclaimed royalties oversight committee, how the proposed members possess specific insight and knowledge about the types of owners and songwriters whose works may be susceptible to being unmatched and unclaimed.

The proposed members of the Unclaimed Royalties Oversight Committee have years of experience dealing with double claims, counter claims and registration of song data both in the US and internationally. This experience is invaluable when it comes to matching revenue with composition titles.

2. (b) Governance Issues

b. Governance Issues

i. The Office further requests that prospective MLCs provide:

- 1. Draft bylaws or other documentation regarding how the MLC will ensure that the operations of the MLC and its board are transparent and accountable*
- 2. Information regarding how the proposed MLC board may identify and approach perceived or actual conflicts of interest, including with respect to applicable law and/or rules of professional responsibility, and the selection of board and committee members and individual vendors*
- 3. Information regarding how the MLC may approach confidential information, including board and committee member's access to sensitive information regarding marketplace rivals*

Incorporated as a non profit organization under NY state laws, the by-laws of the AMLC have been developed specifically to respond to the items listed above.

BY-LAWS OF THE AMLC

See **SCHEDULE D**

3. Indicia

3. Indicia of Endorsement and Support

a. As noted, the MLC must be “endorsed by, and enjoy [] substantial support from, musical work copyright owners that together represent the greatest percentage of the licensor market for uses of such works in covered activities, as measured over the preceding 3 full calendar years.” The Office understands that there may be conflicting views regarding how the “greatest percentage of the licensor market” should be measured – i.e., in market value, or in number of licenses. That said, the Office has made a few preliminary interpretations regarding this clause. For example, because the section 115 license applied to uses of phonorecords in the United States, the relevant market is the United States market for making and distributing phonorecords of musical works. Endorsement may be shown by including musical work copyright owners located outside the United States so long as they control the relevant rights to works played or otherwise distributed in the United States. Similarly, because the statute seeks support from “musical work copyright owners,” the relevant support should come from the parties who have a relevant ownership interest in the copyright to musical works (or shares of such works), in contrast to parties who do not possess any ownership interest in the musical work but rather the ability to administer the works.

b. Further, the Office does not read this clause as prohibiting a musical work copyright owner from endorsing multiple prospective MLCs.

c. The Office requests that a proposed MLC address how it interprets and satisfies this endorsement criteria, including an explanation of how the proposed MLC has calculated and documented the endorsement and substantial support of the requisite number of copyright owners.

I. Summary

A. Introduction

In paragraph II.A.3. of the Copyright Office’s Notice of Inquiry, Request for Information on Designation of the Mechanical Licensing Collective (“MLC”) and Digital Licensee Coordinator, Docket No. 2018-11 (“Notice”), the Copyright Office requested that a proposed MLC address how it interprets and satisfies the “endorsement criteria” contained in the Music Modernization Act (“MMA”), the relevant language of which reads:

“The mechanical licensing collective shall be a single entity that... is endorsed by, and enjoys substantial support from, musical work copyright owners that together represent the greatest percentage of the licensor market for uses of such works in covered activities, as measured over the preceding 3 full calendar years”.¹

In the Notice, the Copyright Office indicates that there is ambiguity regarding how the foregoing provision should be interpreted, and refers to two “conflicting views” on how the “greatest percentage of the licensor market” should be measured: one view being the number of licenses made available, and the other “market value” (i.e., presumably market share based on revenue from covered activities).²

B. Conclusion

The language used in 17 U.S.C. 115(d)(3)(A) (or the “endorsement criteria”) should be interpreted so that the relevant “licensor market” from which the “greatest percentage” is taken is **the endorsing group of copyright owners who, via the greatest number of licenses, have made musical works available for covered activities** as measured over the preceding 3 full calendar years.

¹ 17 U.S.C. 115(d)(3)(A).

² Request for Information on Designation of Mechanical Licensing Collective and Digital Licensee Coordinator, 83 Fed. Reg., 65747, 65753 (December 21, 2018).

II. Discussion

A. The Endorsement Criteria Cannot Refer to Market Share

1. Interpretation of Statutory Text

Generally, statutory language should be internally consistent and considered in light of full statutory context.³ As such, courts will generally read as meaningful “the exclusion of language from one statutory provision that is included in other provisions of the same statute.”⁴ In non-technical language, this means the following: if certain language used in one section of a statute is omitted from another section (where it could or might have appeared), a court will generally infer that the legislature specifically intended and/or had reason to *not* use such language in such other section. As discussed in more detail below, this aspect of statutory construction applies to interpreting the MMA endorsement criteria; namely, “relative market share” is clearly used in one section of the MMA, but is specifically omitted from the endorsement criteria language.

In the “Distribution of Unclaimed Royalties” subsection of the MMA⁵, the MLC is to disburse unclaimed royalties to copyright owners based on the following: “Copyright owners’ payment shares for unclaimed accrued royalties for particular reporting periods shall be determined in a transparent and equitable manner on **data indicating the relative market shares of such copyright owners** as reflected in the reports of usage provided by digital music providers for covered activities for the periods in question...[emphasis added]”.⁶ Congress then goes even further than just using the term “relative market share” – the statute enumerates how the MLC will calculate relative market share for the purposes of the relevant subparagraph:

“...the relative market shares of such copyright owners as reflected in reports of usage provided by digital music providers for covered activities for the period in question, including, in addition to usage data provided to the mechanical licensing collective, usage data provided to copyright owners under voluntary licenses and individual download licenses for covered activities, to the extent such information is available to the mechanical licensing collective.”⁷

Congress even affords specific confidentiality protections with respect to the data and information the MLC may request from copyright owners in order to calculate relative market share for the specified purpose.⁸

Congress therefore established, with specificity, where and how to use “relative market share” elsewhere in the statute; this shows that Congress found it necessary to use express language where a specific calculation (i.e., relative market share) was to be used. **If Congress, in articulating the endorsement criteria, intended for the words “licensor market” to mean “relative market share” (or some equivalent), Congress would have included the words “relative market share”, the methodology to calculate same**

³ Legal Information Institute, *Statutory Construction*, available at https://www.law.cornell.edu/wex/statutory_construction (last visited January 10, 2019); Brannon, Valerie C., *Statutory Interpretation: Theories, Tools, and Trends*, CONGRESSIONAL RESEARCH SERVICE, April 5, 2018, available at <https://fas.org/sgp/crs/misc/R45153.pdf> (last visited January 10, 2019).

⁴ *Hamdan v. Rumsfeld*, 548 U.S. 557, 578 (2006).

⁵ 17 U.S.C. 115(d)(3)(J).

⁶ *Id.*

⁷ *Id.*

⁸ *Id.*

and the corresponding confidentiality language it included later on when specifically referring to “relative market share”.⁹

2. Statutory Purpose

With the MMA, Congress intended to pass legislation that would allow unclaimed royalties to find their way into the hands of those songwriters (and their representative publishers) that are owed same. As the Copyright Office explains in the Notice, “A key aspect of the MLC’s collecting and distribution responsibilities includes identifying musical works and copyright owners, matching them to sound recordings (and addressing disputes), and ensuring that a copyright owner gets paid as he or she should.”¹⁰ It will be the MLC, through its assigned Unclaimed Royalties Oversight Committee and associated technology that will be expected to take proactive steps toward achieving that end.¹¹ The MLC has an affirmative obligation to “engage in efforts to identify musical works (and shares of such works) embodied in particular sound recordings, and to identify and locate the copyright owners of such musical works (and shares of such works)” and “[a]dminister a process by which copyright owners can claim ownership of musical works (and shares of such works), and a process by which royalties for works for which the owner is not identified or located are equitably distributed to known copyright owners.”¹²

The MMA arose, in large part, out of a need for shifting the burden of matching unclaimed royalties from the digital music services to a nonprofit entity (i.e., the MLC). The digital music services lacked the requisite incentive to do the painstaking and technologically difficult work of ensuring that songwriters and copyright owners were properly paid through the proper matching of compositions to their owners. This incentive problem arose under the previous iteration of Section 115 of the Copyright Act, where digital music services were merely required to make good faith efforts to match unclaimed royalties, but lacked the incentive or requirement to go any further.¹³ As a result, vast amounts of “unmatched” or “unclaimed” money sat for lengthy periods of time, in a so-called “black box” account of undistributed royalties.¹⁴

Under the MMA, the main job is to accurately match sound recordings with copyright owners of the underlying musical compositions. An inherent conflict of interest would be created if the MLC were primarily endorsed and/or constituted by the largest and/or “major” publishers. Since unclaimed or “black box” royalties are to be distributed based on market share, those publishers would be dis-incentivized to account to independent songwriters and independent publishers accurately, i.e., the major publishers would be incentivized to create a larger “black box” from which they could then participate.¹⁵ The Copyright

⁹ *City of Chicago v. Env'tl. Def. Fund*, 511 U.S. 328, 337-38 (1994) (“Our interpretation is confirmed by comparing [the disputed statute] with another statutory exemption in [the same act]. . . . [T]his [other] provision shows that Congress knew how to draft a waste stream exemption . . . when it wanted to.” (internal quotation marks omitted)).

¹⁰ Request for Information on Designation of Mechanical Licensing Collective and Digital Licensee Coordinator, 83 Fed. Reg., 65747, 65749 (December 21, 2018).

¹¹ 17 U.S.C. 115(d)(3)(C)(v).

¹² 17 U.S.C. 115(d)(3)(C)(i).

¹³ Chris Castle, *Spotify Says IT Can't Find the Owners of 217,112 Songs*, HYPEBOT, March 21, 2017, available at <https://www.hypebot.com/hypebot/2017/03/loopholeapalooza-spotify-files-over-200k-address-unknown-nois.html> (last visited January 10, 2019).

¹⁴ Paul Resnikoff, *Paradise Distribution Estimates That 97% of 'Black Box' Royalties Can Be Resolved & Paid*, DIGITAL MUSIC NEWS, October 9, 2018, available at <https://www.digitalmusicnews.com/2018/10/09/paradise-distribution-black-box/> (last visited January 11, 2019).

¹⁵ 17 U.S.C. 115(d)(3)(J). In the event the MLC is still holding unclaimed royalties following 3 years after the date that the funds were received by the MLC or 3 years after the date such funds were accrued by a digital music provider (whichever occurs sooner), such unclaimed royalties will be distributed to copyright owners according to procedure enumerated by the MMA. *Id.* The MMA already provides that unclaimed royalties will be distributed based upon relative market share of copyright owners “as reflected in reports of usage provided by digital music providers for covered activities.” *Id.* The first of such distributions

Office should be concerned that the purposes of the MMA would not be best fulfilled if proper incentives are not aligned: copyright owners controlling the greatest percentage of “relative market share” were not intended to be in control of the process of locating and paying copyright owners who are owed unclaimed royalties. Were they to be in control of such process, the resulting situation would repeat the incentive problem involving digital music services that the statute intended to fix. Had Congress intended such a result, Congress would and could have specified as much in the endorsement criteria, but it did not (see “Interpretation of Statutory Text in section 1 above).

B. The “Endorsement Criteria” refers to the number of relevant copyright owners comprising an endorsing group who, via the greatest number of licenses, have made musical works available for covered activities.

As discussed above, the Copyright Office has acknowledged an ambiguity in the statute, creating an inquiry which turns on the interpretation and meaning of “musical work copyright owners that together represent the greatest percentage of the licensor market for uses of such works in covered activities.” Where an ambiguity exists in statutory language, an interpreting body should attempt to ascertain the intent of the legislature by looking at the legislative history and other sources.¹⁶ The Senate Committee on the Judiciary included in its Report and Section-by-Section Analysis¹⁷ a description for the MLC requirements. The Committee explained that the MLC should be “endorsed by and enjoying support from the majority of musical works **copyright owners** as measured over the preceding three years.”¹⁸ This wording demonstrates that the intention of Congress was not to over-complicate matters – the parties eligible to endorse the proposed MLC are the musical works copyright owners.

The Copyright Act defines “copyright owner” as “with respect to any one of the exclusive rights comprised in a copyright, refers to the owner of that particular right.”¹⁹ This means that the universe of the potential group of endorsers are songwriters and publishers that actually own, or co-own copyrights in musical works. The Copyright Office has confirmed same in the Notice by stating “...because the statute seeks support from ‘musical work copyright owners,’ the relevant support should come from the parties who have a relevant ownership interest in the copyright to musical works (or shares of such works), in contrast to parties who do not possess any ownership interest in the musical work but rather the ability to administer the works.”²⁰ The Copyright Office has therefore explicitly diminished the role administrators should play in the endorsement conversation.

In the same vein, the Copyright Office, in the Notice, also concluded that relevant support for a potential MLC should come from parties who have a relevant ownership interest in the copyright to musical works including shares of such works.²¹ This clarification is essential as the greatest number of copyright owners are, taken together, songwriters. The vast majority of songwriters either are co-copyright owners with their publishers via “co-publishing” agreements” or they are sole copyright owners (i.e., where their publishers act as mere administrators²²). It is therefore the songwriters who are the greatest number of copyright

will occur on or after January 1 of the second full calendar year to commence after the license availability date (i.e., January 1, 2023).

¹⁶ *Statutory Construction*, LEGAL INFORMATION INSTITUTE, available at https://www.law.cornell.edu/wex/statutory_construction (last visited January 10, 2019).

¹⁷ S. Rep. No. 115–339 (2018)

¹⁸ *Id.* at 22.

¹⁹ 17 U.S.C. 101.

²⁰ Request for Information on Designation of Mechanical Licensing Collective and Digital Licensee Coordinator, 83 Fed. Reg., 65747, 65753 (December 21, 2018).

²¹ *Id.*

²² Traditionally, in a co-publishing arrangement writers are giving to co-publishers 50% ownership of the publisher’s share of the copyright. This means that for every musical work under a co-publishing arrangement, there are at least **two** copyright owners (i.e., the publisher *and* the songwriter).

owners relevant to and able to endorse an MLC as long as each maintains ownership of a “share” of a musical work.

Additionally, the total number of independent publishers vastly outnumber the number of “major” or large independent publishers. It is also important to note that 17 U.S. Code Section 203 of the Copyright Act permits songwriters to terminate the transfer or licensing of their copyrights (that were/are not work for hire) after thirty-five years, in respect of agreements executed by the songwriter on or after January 1, 1978. This has meant that as of 2013, each year since thereafter and with each year going forward, additional copyrights in musical compositions have been and will be subject to reversion to songwriters. As a result, and over time, additional numbers of songwriters will be in direct control of their copyrights and therefore comprise a growing constituency of those copyright owners who can support, endorse and license the MLC directly.

Based on the above analysis and conclusion, and with the endorsements of the organizations, groups and individual songwriter/publishers listed below, the American Mechanical Licensing Collective (“AMLC”) meets the required criterion of being *“endorsed by, and enjoy[ing] substantial support from, musical work copyright owners that together represent the greatest percentage of the licensor market for uses of such works in covered activities, as measured over the preceding 3 full calendar years.”*

Specifically, the following endorsers of the AMLC represent hundreds of thousands of separate and unique music publishers whose music is distributed on digital streaming services in the United States. To wit (the supporting letters are attached to this document):

- CIAM - The International Council of Music Creators
 - o 4 million creators, 500,000 are professional music creators
 - o Continental Alliances
 - PACSA for African musical authors
 - APMA for Asian Pacific
 - ALCAM for Latin America
 - ECSA for European
 - MCNA for North America
- APMA (Asia-Pacific Music Creators Alliance)
- APRA – (Australia)
- SGA (Songwriters Guild of America)
- ALCAM – Alianza Latinoamericana de Compositores y Autores de Musica
- ECSA – (European Composer and Songwriter Alliance)
 - o Represents “50,000 professional composers and songwriters in 27 European countries.”
 - o “With 58 member organizations across Europe, the Alliance speaks for the interests of music creators of art & classical music (contemporary), film & audiovisual music, as well as popular music.”
- MCNA (Music Creator of North America) with a membership of over 7,500 songwriters and composers
- SAYCO – (Society de Authors y Composers de Columbia)

- PACSA (The Pan-African Composer's and Songwriter's Alliance)
 - o Represents 35 African songwriter society organizations
 - o More than 16,500 composers and songwriters across the continent of Africa
- SCGC (Screen Composers Guild of Canada)
- Music Answers on behalf of over 3,500 supporters
- ABRAMUS/ALCAM (Alliance of Latin American Creators)
- American Composers Forum (ACF) on behalf of 2,000 composer members
- 100+ various individual composers/writers/publishers/organizations who have signed an AMLC endorsement document
- 600+ endorsements via AMLC website

Endorsements are continuing to be received up until and after the filing date.

AMLC Contact Information:

AMLC
 210 Jamestown Park Drive
 Brentwood, Tennessee 37027

americanmusiccollective@gmail.com

Emails of three directors of the AMLC sent to the Copyright Office under separate correspondence.

SCHEDULE A

Bios of Board, Committee and Sub-Committee Members (in alphabetical order by last name).

MAXIMO AGUIRRE

President, Maximo Aguirre Music Publishing, Inc.
CEO, Alvani Tunes Music Library

Native of Argentina he started his entertainment business career in 1975 at Discos CBS Argentina (later Sony Music), follow by Microfon de Argentina an independent record label in Buenos Aires. Transferred to Mexico in 1979 by Microfon as Managing Director. In 1981, became International Manager for Ariola Mexico (Bertelsman record arm).

Moving to the United States in 1983, he founded and was named Managing Director of Ariola America, the first Latin division of Bertelsman in the U.S.

In 1986, he founded and was promoted to Managing Director of WEA Latina, the first Latin Company of today—Warner Music Latina.

In 1988, he became Managing Director of BMG, the company created after the merger of RCA and Bertelsman Music Group.

In 1992, he founded his own Music Publishing companies in Los Angeles: first, Maximo Aguirre Music Publishing, Inc (BMI) and then Pacific Latin Copyright, Inc. (ASCAP) and Alvani Music Publishing, Inc (SESAC).

Advocate of songwriter rights his companies have become one of the most successful independent Latin Music publishers in the U.S.

He represents many of the most successful songwriters of the Latin business administering very important music catalogs such as SACM, the Society of Authors and Composers of Mexico and many of the top Latin American Pop and Regional Artist publishing catalogs.

In 2011 and 2012 Pacific Latin Copyright was named Independent Music Publisher of the year by ASCAP.

Today, his companies administer over sixty thousand copyrighted works.
Member of the Association of Independent Music publishers (AIMP).

In February 2019 he launches Alvani Tunes Music Library, a production Music Library specialize in Latin Music and became a member of the Production Music Association (PMA).

WALLY BADAROU

Wally Badarou was born in Paris, France, in 1955. At the age of 7, he discovered French-speaking Benin (formally known as Dahomey), West Africa, his family's country of origin. Wally spent about ten years there immersed in African, European and American music (popular, traditional and classical). Not yet showing real musical vocation, he was rather more interested in aviation and space technology.

Wally and his family moved back to France in the 70s when the birth of a musical spell via amateur bands began for Wally. After one-year of national service in the French army and about to resume being a student in law, Wally decided to pursue a largely self-taught career in music. Wally's first recording contract was with Barclay Records and with them he discovered the magic of the recording studio. During this time Wally forged a solid reputation as a local synth session player, involved in the most popular French singers' records as well as Afro & West-Indies projects of the time. He also released his first album: "Back to Scales Tonight" (Barclay), and worked with Myriam Makeba, Manu Dibango, Daniel Vangarde (Gibson Brothers' "Cuba") and Robin Scott (M's "Pop Musik").

1980: Chris Blackwell (Island Records) asks Wally to join Barry Reynolds (Marianne Faithfull's guitar player and co-writer) and Sly Dunbar & Robbie Shakespeare for two Grace Jones albums recorded at Compass Point studios, located in Nassau, Bahamas: "Warm Leatherette" and "Nightclubbing". Encounter with Jean-Paul Goude, G. Jones (friend).

As one of the "Compass Point All Stars," other works and artists Wally is involved with include Joe Cocker ("Sheffield Steel"), Jimmy Cliff ("Give The People What They Want") Marianne Faithfull ("A Child's Adventure"), Talking Heads ("Speaking In Tongues" featuring "Burning Down The House" and "This Must Be The Place"), Tom-Tom Club ("Genius Of Love"), Gregory Isaacs ("Night Nurse"), Black Uhuru ("Chill Out"), Foreigner ("Agent Provocateur" featuring "I Want To Know What Love Is"), Mick Jagger ("She's The Boss" his first solo album), Power Station ("Some Like It Hot"), Robert Palmer ("Riptide" featuring "Addicted To Love"), Gwen Guthrie, Junior Tucker, and even the godfather of soul, James Brown.

Rehearsing M's "Pop Musik" for the BBC's "Top Of The Pops" program Wally met drummer Phil Gould and his new-born brit fusion-pop band "Level 42." Wally joins them to work on all of their recordings of the 80's and early 90's, constantly shuttling between Nassau and London to perform as a session player, co-composer, co-writer and even co-producer of all of their major hits ("Something About You", "Lessons In Love", "Running In The Family", "The Sun Goes Down", etc.).

Throughout the decade, Wally Badarou establishes himself as one of the pioneers in computer music as a digital synthesist and tapeless home studio advocate. He becomes a New England Digital Synclavier system specialist, a self-taught software developer, and begins promoting pre-Internet forums and email communications (PAN "Professional Artists Network", "BBS", "Compuserve" and French "Calvacom"). Other credits include:

_ 1982: Recording contract with Island Records, and the scoring for the Jamaican movie "Countryman" produced by Chris Blackwell.

_ January 1983: Release of his first Island Records album: "Echoes", with hits like 'Chief Inspector,' 'Hi-Life,' and 'Mambo' which Massive Attack covered as "Daydreaming" on their "Blue Lines" album.

_ 1985: Additional score for Oscar-winning "Kiss of the Spider Woman" (William Hurt, best actor);

- _ 1986: Production of Fela's "Teacher Don't Teach Me Nonsense" in 1986).
- _ 1988: Release of "Words of a Mountain," Wally's neo-classical second solo album for Island Records.
- _ 1989: Musical direction and main composer for Jean-Paul Goude's Bastille Day Bicentennial parade on the Parisian Champs-Élysées: a 2-year project that included nearly 5,000 musicians from around the world. The music was performed before all the major heads of states gathered for the G20 summit. Soprano Jessye Norman performed the lead vocal on the "Marseillaise" before a massive crowd and a worldwide broadcast.
- _ 90's: The global production era: Salif Keita ("Folon"), Carlinhos Brown ("Alpha Gama Betizado"), Wasis Diop ("Toxu"), Trilok Gurtu ("The Beat Of Love"), I.C.R.C. ("So Why" featuring Youssou N'Dour, Lucky Dube, Papa Wemba among others), and world movie score era as well: Idrissa Ouedraogo (Cannes Festival nominated "Kini & Adams"), Chris Blackwell's productions ("The Lunatic", "DanceHall Queen", "Third World Cop"), John Berry ("Boesman & Lena" featuring Danny Glover & Angela Basset).
- _ 1997: General Secretary organizing the rules of the Kora All Africa Music Awards, Sun City, South-Africa, with Nelson Mandela and Michael Jackson attending in 1999.
- _ 2000's: Progressive online release of his ongoing solo work "The Unnamed Trilogy", after 20 year gathering and nurturing starters in three distinct genres: neo-classical, urban and African.
- _ 2010's: Member of the boards of all professional organisations of authors in France: SNAC ("Syndicat National des Auteurs et des Compositeurs"), UNAC ("Union Nationale des Auteurs et des Compositeurs), and UCMF ("Union des Compositeurs de Musique de Film") ; as such, member of the board of ECSA ("European Composers and Songwriters Alliance"), and member of the Executive Committee of CIAM ("Conseil International des Créateurs de Musique").
- _ 2012: Elected to the board of Sacem, France; Vice-President of Sacem between 2017 and 2018.
- _ Among many awards:
 - _ Officer in the "Ordre des Arts et des Lettres" in France
 - _ Officer in the "Ordre du Mérite National" in Bénin
 - _ "Senghor de la Musique Africaine"
 - _ "Lion d'Or de la Musique Africaine"
 - _ "Kora du Meilleur Arrangeur Africain" (Best Arranger for Salif Keita's "Folon")
 - _ "Grand Prix Académie Charles Cros" (for Salif Keita's "Folon")
 - _ "Victoire de la Musique" French award in world music category (for I Muvrini's "Umani")

CREDO:

"I believe the places I am coming from, added to the body of work I have been blessed to achieve, the experience I have got from the many projects I have lived and the many continents I have crossed, the dedication I have shown in constantly innovating and dealing with the ever changing digital evolution, from the early days up until today on one hand, and in defending authors right every way, everywhere on the other hand, all are vibrant assets I am willing to put forward to help building this exciting project and join the board of the MLC." Wally Badarou

DAVID BANDER

Music Royalty, Accounting and Licensing professional with an extensive and proven record of effectively achieving financial goals, systems development, cultivating productive relationships and improved quality control.

PROFESSIONAL EXPERIENCE

Ultra Music & Ultra Intl. Music Pub., New York, New York, NY

2015 - Present

Senior Manager Royalties & Finance

- Track, collect and analyze all royalty income sources and incoming statements for correct rates, splits, and artists.
- Perform desktop audits and coordinate with external auditing firms on behalf of the Label and Publishing.
- Successfully established direct licensing with 27 Foreign and US performance collecting Societies.
- Ensure the administration & collection of neighboring (performance) rights and address counterclaims.

Prager Metis, CPA's LLC New York, NY

2014 - 2015

Royalty Audit, Senior

- Analyzed complex writer/ artist contracts and applied terms to commercial transactions.
- Identified royalty contract compliance issues and calculation of underpayments.
- Drafted royalty reports, concisely explaining and quantifying the underpayments and compliance issues identified.
- Supervised various levels of professional and support staff.

EMI Music Publishing (Sony ATV), New York, NY

2010- 2014

Associate Director Royalty Administration/ Audits

- Managed royalty accounting for the largest US music publisher including licensing, copyright, income tracking, domestic and foreign income processing and royalty statement distribution.
- Managed writer audit reviews to conclusion and negotiated settlement discussions.
- Managed unclaimed property and resolved estate claims, complex copyright and client income inquiries.
- Designed and promoted improved financial royalty reporting.

Bourne Co. Music Publishing, New York, NY

2004 - 2010

EVP, Royalty Director

- Successfully managed all royalty, copyright and accounting functions for one of the oldest and largest independent US music publishers established in 1919.
- Prepared semi-annual client royalty distribution and facilitated all client audit reviews.
- Managed unclaimed property, estate claims and copyright issues.

The Harry Fox Agency

Manager, Royalty Distribution

2003 - 2004

- Managed royalty income processing and distributions between record labels and music publishers, including establishing best practices, staffing, systems development and client relations.

ASCAP, New York, NY

Assistant Vice Pres. Director Radio Licensing

1986 - 2002

- Ensured continuity of all day-to-day operations, including licensing, accounts receivable, billing, customer service and collections from 14,000 radio broadcasters.
- Led staff of 15 and directed Accounting, Auditing, Marketing and Legal department activities.
- Established electronic payments from all income providers.
- Developed the first online account application and account view for income providers.

CONSULTING EXPERIENCE

International Intellectual Property Institute (IIPI.org) Washington, DC Co-authored paper presented at Gaborone, Botswana "Implementing the Copyright Society Provisions of Botswana's New Copyright Office", establishing a National Collecting Society for public performance and other related rights.

EDUCATION/ PROFESSIONAL DEVELOPMENT

B.A. Political Science, Queens College/ CUNY, New York, NY Graduated Cum Laude

John C. Barker – ClearBox Rights, LLC

John Barker is the founder, President & CEO of ClearBox Rights, LLC, an independent IP rights managements company, based in Nashville, TN. (www.clearboxrights.com) John also founded ICG (Integrated Copyright Group) in 1990, which sold to BMG Rights in 2010. Before co-founding ICG, John was General Manager of Publishing and Copyrights for The Benson Company (1985-1989) and A&R Director for Word Records (1983-1985).

John has worked with a wide variety of clients, including the catalogs of Marty Robbins, Roy Orbison, Brad Paisley, Ray Stevens, Craig Wiseman, Kenny Loggins, Mike Reid, Jerry Chesnut, Bill Monroe, John Anderson, Loretta Lynn, Allen Shamblin, Don Schlitz, Songwriters Guild of America, Senator Orrin Hatch, Albert E. Brumley & Sons, Manna Music, Seals & Crofts, and many others.

ClearBox Rights' mission is to transform the management of intellectual property for owners and creators through transparent and efficient administration services, and to connect and empower creators and owners directly into the complex digital and physical rights and revenue environment.

He is past President and current member of the Copyright Society of the South, a member of CMA, NARAS, Leadership Music 2012, ACM, Copyright Society of the U.S.A., and AIMP. In 2014, John co-organized IPAC (Interested Parties Advancing Copyright) to provide comments to the Music License Study, and participated in all three copyright office roundtables that year, and frequently visits congressional offices in D.C.

John has lead copyright administration companies representing over a thousand publishing catalogs for over 30 years. He has designed and overseen the building of three separate copyright administration software platforms, and continuously working to enhance systems to provide greater efficiency and transparency related to licensing and royalty processing. He is known and respected by congressional offices, judiciary staffers, the Copyright Office, and most industry groups in the music licensing space.

Carlos Martin Carle

Carlos Martin Carle is a musician, composer, producer and partner at Mayimba Music, Inc. Mayimba, is an award winning wide spectrum independent music company, founded in 1999, with expertise in music publishing, digital distribution and general producer and artist management. Mayimba has been, from inception, self-administered with no major label participation, but has collected and paid on a par with the majors due to its vision of adapting to the changing face of our industry. As a composer, Carle's work has been featured on HBO's Latino List. As a producer and composer, Carle is in demand with many up and coming artists while his guitar playing has been featured on multiple international tours (Zacarias Ferriera). Additionally, Carle's expertise extends to multi-cam live concert shoots where he's served and an Associate Director for Aventura's *Sold Out at MSG* concert shoot as well as the streaming *Billboard Live* series. Carle's varied mix of creative and industry experience make him an ideal candidate for the AMLC.

Rick Carnes

Multi-platinum hit songwriter Rick Carnes has earned 40 platinum albums with songs recorded by artists Garth Brooks, Reba McEntire, Alabama, Steve Wariner, Pam Tillis, and Dean Martin. His song, “I Can't Even Get the Blues No More” was Reba McEntire's first number one single, and “Long Neck Bottle” recorded by Garth Brooks, set a record on the Billboard charts by entering the charts at number 10.

Together with his wife, Janis, Rick has recorded for RCA, Elektra Asylum, Warner Bros. and MCA records. They also work as a co-writing team and have co-written three top ten recordings for Bluegrass icons, the Whites. They penned the jazz ballad, Irresistible which was recently featured in the Sony Pictures Classic movie Saving Face, and the swing song, “I'm Hangin' Around”, which was recorded by Dean Martin.

Rick has served as President of the Songwriters Guild of America since 2004.

Gian S. Caterine

My background is a unique blend of journeyman songwriter and entrepreneur, with deep subject matter knowledge in digital music and copyrights.

I am excited to work with the AMLC where I can apply my skills in finance, intellectual property and music.

I attended college after several years of touring with a jazz fusion band, which included a performance at the Newport Jazz Festival, where we were deemed “the future of jazz” by jazz great Herbie Mann.

I graduated college with an accounting degree and became a Certified Public Accountant with Coopers & Lybrand (PriceWaterhouseCoopers) where I specialized in entrepreneurial services and venture capital.

After 7 years in public accounting, I started my first company which became public, followed by a management buyout of a former client, during which time I returned to music as a songwriter.

Applying my skills in both music and business led me to become a founding principal with eMusic (GoodNoise) where *I consummated the first digital rights license for music in history* (WSJ January 1999) with Rykodisc. *I also authored the \$.99 download at eMusic with Bob Kohn* which was based on the price of the Beatles’ first American single.

At this time I also secured a publishing deal with Heavy Hitters Music, as well as a P&D deal with Blue Rose Records in Germany for my 5th and 6th albums. My songs have been used extensively in television and film. *I have approximately 200 earning titles.*

Subsequent to my work with eMusic and additional touring, I established TuneCore with Jeff Price as a founding principal. *At TuneCore we democratized music distribution*, initially for artists who were unable to get direct deals with the online stores.

I later served as an *expert in copyright futures for the Communications Futures Program at MIT*, a think tank sponsored by several telcos.

I am currently serving as *Advising CFO for two music-related companies*, including DistroKid, as well as an advisor to several other media-based start-ups.

Stewart Copland

Stewart Copland has spent three decades in the forefront of contemporary music as a rock star, acclaimed film score writer, and composer in the disparate worlds of opera, ballet, world music and chamber music. In 1977, Stewart formed The Police, a band that became a defining force in rock music. He spent twenty years as a successful film and TV composer, working for the likes of Francis Ford Coppola on *Rumblefish* and Oliver Stone on *Wall Street*. His first of five operas, “Holy Blood and the Crescent Moon” was commissioned for the Cleveland Opera in 1989.

Awards include the keys to the city of Milan, New York, Dallas and Melpignano. Knighthood (Chevalier of the Order of Arts & Letters) in France, five Grammys and induction into the Rock and Roll Hall of Fame. Through it all, a sense of humor and appreciation for his utterly unique career has shone through as he has enjoyed working in a remarkable array of genres.

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Marti Cuevas

Marti Cuevas is a musician, composer and founder/President of Mayimba Music, Inc., a wide spectrum independent music company since 1999. Mayimba’s main areas of expertise include music publishing, digital distribution and general producer and artist management. Mayimba has been, from inception, self-administered with no major label participation, but has collected and paid on a par with the majors due to its vision of adapting to the changing face of our industry. In addition, Marti has been Director of Business Affairs at J & N Publishing/J & N Records since the 1990s, and has been, since 2002, General Manager of Premium Latin Music, the indie label that signed the international phenomenon, Aventura, among many others. Marti has enjoyed grass roots involvement in all areas of the music business, both on the publishing and record side. She personally set up Mayimba Music and Premium Latin’s accounting software, created CWR files, personally accounting and personally interfacing with writers. On the label side, Marti has undertaken all functions, including the creation of label copy and identification and licensing of copyrighted works, as well as negotiating and drafting all contracts in English and Spanish, managing litigation, among MANY others, bleeding into all aspects of label function. Her emphasis on the Hispanic market and her continual advocacy for Caribbean and Latin American writers in general, provide an advantage for outreach to the indie Hispanic market, a huge market, where writers are negatively impacted by their general lack of access to education. Therefore, based upon decades of practical experience that saw the music business morph from “cassettes” to “streaming,” Marti is a perfect candidate for the AMLC.

Hakim Draper

Hakim Draper is an experienced business development executive and strategist with 20+ years of success working in both the tech and entertainment industry. Mr. Draper was founder of Cage Music, a full-service recording studio and artist development house, which led to building the Caged Creations publishing catalog that he later sold to a major U.S. publisher. Mr. Draper is an entrepreneur and investor in several technology, music, music tech, and blockchain technology startup companies, as well as founder of Boogie Shack Music Group, a modern music industry incubator, production and rights management company. Mr. Draper is also co-founder and Managing Partner of Link Media Partners LLC, which provides consulting, copyright, and business development services.

Mr. Draper has also served as Director of Licensing at Warner Music Group. Prior to that, he was VP of Affiliate Relations at Wilbur Entertainment and Director of Software Operations at Agile Software and he was recently named to the board of directors for Green Cures & Botanicals Distribution (OTC: GRCU). Mr. Draper was born into the music business. His father, Ray Draper, worked as a composer and performer with other jazz legends like Max Roach, Jackie McClean and John Coltrane. Mr. Draper and his team have worked as independent artist development consultants, strategists, and operated high level professional recording studios providing production, writing, and composition services. Over the years Mr. Draper has worked with endless artists in their early and critical breakout phase of career development.

Joerg Evers

JE is a songwriter, composer, guitarist, arranger and music producer for different musical genres. He studied musicology at the Ludwig Maximilian University, Munich, as well as orchestration and music arrangement at the Richard Strauss Conservatory.

He was a member and released albums of various rock-groups such as Amon Düül II, Embryo, Peter Maffay Band, The Pack etc.

JE has scored many gold and platinum records and had countless #1 hits all around the globe i.e. with Montell Jordan, Da Brat, Claudja Barry, Ronnie Jones, Sylvie Vartan, Joe Dassin, Die Jungen Tenöre etc. and composed film scores for feature films, TV series and advertising (for global brands).

In 1980 he won the “Best Composer’s Award” at the 9th Tokyo Music Festival and has received 2 ASCAP Awards (Rhythm & Soul Music Awards, 2001).

In addition, he has owned and managed an independent publishing company, EVERSONGS, that includes a record label and recording studios, since 1980.

In 2006-2007 he completed a course for specialist solicitor in international copy and media rights at the IUM (Institute für Urheber- and Medienrecht, Munich).

Since his election in 2000, JE has been a member of the supervisory board of GEMA, the German Collective Management Organization (CMO). He served as Chairman between 2009 and 2012. GEMA administers the licensing, collection and distribution of both the performing rights and mechanical rights in Germany.

From 2007 until 2012 he was also President of the Deutscher Komponistenverband, the German Composers’ Association, and became board member of ECSA (European Composer & Songwriter Alliance) 2013-2016.

Since 2005, JE has served on the Executive Committee of CIAM (“International Council of Authors of Music” in CISAC) and is currently its Vice President. Beginning in 2008 he has represented both CIAM and ECSA as a Metadata & Tech delegate in the negotiations between CMOs, digital platforms, creators and publishers in respect to the building of a GRD (Global Repertory Database). Later he became and still is a representative of music creators (CIAM and ECSA) in the various recent CIS-Net Cross-Industry Projects like “Rights Holders Access” with “IPI Lookup Service” and “Musical Works

Information“ (introducing worldwide access for all creators and publishers alike to their works’ global data) and other projects by CISAC and rightsholders.

Joerg Evers has unique and valuable skill sets that would bring both technical and administrative expertise to this new enterprise. Backed by international music creators’ organizations, his combination of insights in CMO’s processes as well as his creative background would add much to the important work of the nascent Music Licensing Collective.

Brownlee Ferguson

Brownlee Ferguson founded Bluewater Music in 1985, and continues to serve as its president. Through the years the company helped launch the careers of numerous successful songwriters including Jim Lauderdale, David Lynn Jones, Kim Richey, and Chris Knight.

Besides building a successful catalog containing numerous hits, under Brownlee’s guidance Bluewater joined PRO and mechanical rights societies throughout Europe and South America for the purpose of building a copyright administration company. Today, the company administers tens of thousands of copyrights for hundreds of clients both domestically and internationally.

Before founding Bluewater Music, Brownlee attended the University of Houston where he graduated in 1979 with a MS – Accountancy & Taxation and BS – Economics in 1977. He also worked for Arthur Young, became a CPA in Texas, and worked in the oil and gas industry. Bluewater Music is based in Nashville, Tennessee.

Henry Gradstein

Henry Gradstein is a veteran entertainment and business litigator with the Los Angeles music law firm of King, Holmes, Paterno & Soriano. In addition to numerous seven and eight figure jury verdicts over the decades, including a top five verdict in California, Mr. Gradstein is widely regarded as a leader in music class actions litigating against online and satellite digital music services including his widely reported cases championing the rights of artists and record owners against Sirius XM, Spotify and Pandora. His successful class actions against Spotify for unlicensed use of compositions and against Sirius XM and Pandora on behalf of the Turtles for unlicensed use of pre-1972 recordings, were precursors to the Music Modernization Act (“MMA”) and Classics Act.

For each of the last four years, Mr. Gradstein has been named by Billboard Magazine as one of Music’s Most Powerful Attorneys. He has been named by The Hollywood Reporter as one of its Top 100 Power Lawyers, by The Daily Journal as one of California’s Top Entertainment Lawyers and a Leading Intellectual Property Attorney and he has received the California Attorney of the Year award from California Lawyer for his work on behalf of The Turtles.

With a legal career dedicated to collecting digital royalties owing to songwriters, publishers and record owners from online and satellite music services, and prosecuting cases which have addressed the problems in the law long before the enactment of the MMA, Mr. Gradstein is uniquely qualified to ensure matching

of streamed recordings to compositions and the payment of digital royalties to those who are owed the money.

Imogen Heap

Driven by fairness, creativity, deep connections and humanity, Imogen Heap is an award-winning orchestral arranger, composer, recording artist and technology entrepreneur. Among her many honours and accolades are five Grammy nominations, two Grammy wins for engineering and for her contribution to Taylor Swift's album 1989, an Ivor Novello Award, The Artist and Manager Pioneer Award, the MPG Inspiration Award, the Drama Desk Award for outstanding music in the hit Broadway show, Harry Potter and the Cursed Child, and two honorary doctorates. Her work has been featured in TV shows, film, theatre, games, live and album releases and she has even sung to the moon. Most importantly to her, she is mother to her four-year-old daughter who often acts as a source of inspiration for her work.

Classically trained in the piano, clarinet and cello, Heap began programming on her Atari at the age of 12, and six years later at the age of 18, signed her first record deal with Almo Sounds before signing with Island Records. In 2002 she formed Frou Frou with Guy Sigsworth, producing songs which featured in hit films including Garden State and Shrek 2. In 2004, at just 26 years old, when it wasn't the norm, Heap set up her own record label, Megaphonic Records and funded her seminal album Speak for Yourself, which she wrote, produced, engineered, performed and Mixed. This risk paid off with her first two Grammy nominations and three MTV U Awards. She has been a self-published artist for the last 10 years and has released around 200 songs during her career. Her songs have been remixed and covered by Ariana Grande, Deadmau5, Tiesto, Kelly Clarkson and Jason Derulo, whose song Watcha Say based on Imogen's cult hit song Hide and Seek, reached no.1 in The USA, Canada, UK and Australia.

In just her first 2 years in the industry, Heap worked with some of the biggest names in music including Jon Bon Jovi, Dave Stewart, Nick Kershaw, Randy Jackson, Jeff Beck and Urban Species. She has been sighted as an inspiration by global superstars Ariane Grande, Katy Perry, Taylor Swift, Pharrell and A\$AP Rocky, and shared the stage with music icons such as The Who, Eric Clapton, Coldplay, Justin Bieber, Alanis Morissette and Miley Cyrus.

Heap's third solo album Ellipse won her the first Grammy for best engineered album, non-classical, she has sold out concerts both at the Royal Albert Hall and the Greek Theatre in LA, had her songs streamed billions of times on YouTube and her song Tiny Human, released in 2014, was the first song in the world to distribute payments via a smart contract as part of her exploration into the potential of using blockchain in the music industry.

Her charity work has played a key role throughout her life and career, ranging from taking part in huge events such as the One Love Manchester concert to playing for her local hospice next door. With Sir Richard Branson supporting and launching Heap's Live 4 X series, she has empowered a host of music celebrities such as Ben Folds, KT Tunstall, Amanda Palmer, Josh Groban, Zoe Keating and Jamie Cullum to give spontaneous concerts from their living rooms, inviting fans online to watch in order to raise awareness and funds for disaster relief.

It is not only music that has driven Imogen to where she is today; the intersection of music and technology has also inspired her work. She has pioneered multiple innovations in the tech space such as Mycelia – a think and do tank designed to empower a fair, sustainable and vibrant music industry ecosystem; The

Creative Passport, a digital identity standard, which holds verified profile information including IDs, electronic press kits, acknowledgments, credentials, business partnerships and payment mechanisms designed to link music makers with their data; and MI.MU gloves the world's most advanced wearable musical instrument, allowing musicians to compose and perform music using their gestures and movements.

Furthermore, Heap created the first holographic Virtual Reality (VR) concert, working with Austin-based The WaveVR. She has also spoken and performed at world-renowned tech and music conferences including TED, Midem, Web Summit, and at events hosted by Google, Spotify, IBM, the Founders Forum, TechCrunch and Twitter. Whether it's generate and reactive music, immersive audio, blockchain or machine learning, Imogen continues to explore and deepen her knowledge, collaborating on diverse projects with leading consumer technology brands including Sennheiser, Dolby, Intel, and most recently IBM both musically and technically, as well as being recognised for her contribution to technology by well-respected technology figureheads such as Sir Tim Berners Lee.

With her Creative Passport project prompting Forbes to celebrate her as an innovative woman in AI / blockchain, Heap has written for and been featured in publications such as Fast Company, Forbes, Wired, NY Times, The Independent, The Guardian, New Scientist and Fortune Magazine, and she has appeared on chat shows hosted by David Letterman and Jools Holland, and Channel 4's Ways to Change the World. Heap has experience from several boards, including the PRS for music, The Featured Artist Coalition and is one of the advisors for the Creative Industries Federation.

Peter G. Jessel

Dr. Jessel is currently a Professor of Practice and Director of the Masters of Engineering Program in the School of Electrical and Computer Engineering at Cornell University. His primary interest are corporate information systems and technical management. From 1995 -2002 Peter was a Managing Director and Chief Information Officer at Towers Perrin responsible for the development, implementation and management of the Firm's technology worldwide. Prior to joining Towers Perrin, he was Senior Vice President of Information Technology and CTO at EMI Music. While at EMI he:

- led a three-year \$40M project to develop a new custom contract/royalty management system which enabled effective tracking of revenues/expenses from 100,000 albums sold in 40 countries.
- selected/implemented leading logistics automation systems across 10 distribution centers in North America, Europe, and the Far East that improved fulfillment rates from 65% to 90%.
- developed EMI's first common global product ID and sales tracking system that cut sales reporting cycle from 90 days to 10, improving marketing and manufacturing effectiveness.

Before that, he was at McKinsey & Co. as one of the leaders of their IT/S practice. From 1977 to 1986, he held a number of executive positions at Data General and Digital Equipment Corp. in planning, operations and development. Dr. Jessel has been a faculty member at the University of Pennsylvania and the Massachusetts Institute of Technology. He hold a PhD in Electrical Engineering and Computer Science from MIT; an MBA from the Wharton School of the University of Pennsylvania and BEE and MS degrees from Cornell University.

Zoë Keating

Zoë Keating is a self-published cellist and composer. Her albums have several times been #1 on the iTunes Classical charts and her album “Into The Trees” spent 47 weeks on the Billboard Classical Charts. Her music has been featured on NPR’s Morning Edition, the podcasts RadioLab and OnBeing, the TV series Elementary, Manhattan, Crisis, Teen Wolf, So You Think You Can Dance, Dateline, countless documentaries and more than 20,000 unauthorized third-party Youtube videos of everything from dance performances to live gaming sessions. Prior to her music career, Keating was a data-analyst and information architect for the Cultural Materials Initiative of the Research Libraries Group (now OCLC) and the Database of Recorded American Music.

Keating’s experience as a successful self-published artist gives her a hands-on understanding of copyright revenue streams and the obstacles that often stand in the way for unrepresented artists. She has become a vocal advocate for the rights of creators, was named a Young Global Leader by the World Economic Forum, and elected a governor of the San Francisco chapter of the Recording Academy. In 2015 she was invited to participate in a copyright review event coordinated by the US House Committee on the Judiciary and in 2016 she participated in a panel discussion on health care and data portability with President Barack Obama at the Frontier’s Conference. Keating also serves on the board of CASH Music, a nonprofit organization that builds open source digital tools for musicians and labels.

Anna Rose Menken

Anna Rose is an accomplished singer, songwriter, and guitarist. The fiery dynamo has been working in the music industry for over a decade. Whether as an artist, a label head, a songwriter for film and TV, or behind the scenes alongside her father, legendary composer Alan Menken, Anna puts her passion for music into everything she creates. Defined as “bluesy rock-n-roll” by Paper magazine, Rose is walking, singing proof that big things most definitely come in small packages.

Anna Rose’s most recent single, Nobody Knows I’m Here, featured on NBC’s hit show This Is Us, announces an exciting shift in her artistic career as she moves closer to her roots in the singer-songwriter world. It’s the first track from her highly-anticipated album, produced by Grammy-nominated producer Paul Moak. Due out later this year, the project is the result of 2 years of writing & redefining in Nashville, TN. “Throughout a time of deep turmoil and sadness, I found myself in Nashville a lot, writing not just for myself but for other artists and for film and television. That city slowly began to feel like home. Working there, making art there... really helped me heal a lot of the wounds that I had collected along the way in my life,” shares Rose. “I’m eternally grateful to the city of Nashville for opening their arms to me. As a bit of an outsider, it gave me a place where I felt like I belonged for the first time really...ever.”

To date, Rose has toured all over the world, sharing stages with a variety of notable artists, including Ron Pope, Marc Cohn, Joan Osborne, John Waite, Howie Day, Teddy <3, Tony Lucca, Tyler Hilton and founding member of Live, Ed Kowalczyk. Anna has also been a part of many shows with Sofar Sounds and Communion Music, as well as doing specialized recording projects with both Leesta Vall Sound

Recordings and Daytrotter. In addition to her work as a solo artist, she is proud to be a member of the Resistance Revival Chorus, a collective of more than 60 women who come together to sing protest songs in the spirit of inclusive joy & resistance.

Anna is very passionate about giving back, both through music & service work. Green Chimneys, Daniel's Music Foundation and MILE (Music Is Love Exchange) are three organizations she works with often. Additionally, she is devoted to volunteering at various animal rescues & homeless shelters around the country.

Lisa Klein Moberly

As the founder and president of the 18-year old music licensing company Optic Noise, Lisa Klein Moberly works closely with a roster of independent songwriters and publishers for TV and film licensing. Moberly also provides publishing administrative rights and copyright catalogue management for clients including recording artist Thomas Dolby, and Grammy winning artists Jon Cleary and Lost Bayou Ramblers, and music clearance and research consultancy for ongoing film, TV and theatrical projects. Her diverse music business background includes record label and distribution positions and a decade as an artist manager.

A deep understanding of the workflow of independent songwriters and publishers and their need for efficient and clear ways to register and maintain their works. Extensive experience in music ownership research and clearance, including identifying copyright owners and corresponding contact information for unregistered or outdated copyrights. Ardent advocate for high quality front end user functionality for industry-related website database access, registration processes and comprehensive, updateable accounts for songwriters and publishers.

Hélène Muddiman

Hélène Muddiman is a multi-award winning composer,
Multiple hit songwriter and published poet.

Hélène most recently wrote the full score to Bliss! And the title song for the new Metabook entitled "I'll Be There" and poems in the book of poems entitled "Remapping the Territory". Before Hélène wrote the score to the Cartoon Network series The Cramp Twins and additional music for **John Powell** on the score for **Happy Feet Two** and **Ice Age 4** and **Danny Elfman** on the score for Tim Burton's new Disney movie **Frankenweenie**. As an artist, Hélène was signed to **EMI Records** and Music Publishing at the age of 18. She is now signed to **Sony/ATV**. She is classically trained and plays a range of instruments including guitar, bass, keyboards and piano. Her singing has featured on many of **Hans Zimmer's** film scores and several pieces for television, and various hits for other artists. She has 2 albums for EMI through KPM produced by **Harry Gregson-Williams** and has written 2 top 5 hits, including the title track from the **Gold selling album** 'FREE ME' by **Emma Bunton**. (one of the **Spice Girls**) Her film works and TV credits are listed below....

FILM CREDITS

Bliss!	Composing, Arranging and Orchestrating full score for GSP Studios
Frankenweenie	Composing, arranging and orchestrating with Danny Elfman for Disney Studios
Ice Age 4	Composing, arranging and orchestrating with John Powell for Fox Studios

Happy Feet 2 Composing , arranging and orchestrating with John Powell for Warner Brothers. Starring Robin Williams, Brad Pitt and Matt Damon

Ice Age 4 Co-writing with John Powell a song with lyrics

One Way Produced by Mark Forster (producer of Monty Python and the Holy Grail)
Written by Antony Bowman, (Paperback Hero which stars Hugh Jackman)

Stealing Sam Written/produced by Antony Bowman, Directed by
Dan Mitchell, starring Ray Liotta

SKIN **MULTI AWARD WINNING FILM** Starring Sam Neill,
Sophie Okonedo and Alice Krige directed by Anthony Fabian for Elysian Films
www.skinthemovie.net

Outfest and also won **Best Short Film** in the Barcelona Lesbian Gay Film Festival.

CANDY Starring Oliver Tobias, Miriam Margolyes and Brook
Kinsella.

A Fist Full Of Pizza David Johnson

Films Modern Paints Uncovered Getty Films

Asian Organic Colorants Getty Films

Santa's Little Helper Starring Ron Orbach for Director Kelly Ann
Ford

Le Whisperer Directed by Kelly Anne Ford

ANIMATION CREDITS

Cartoon Network series 'The Cramp Twins', which is aired in 50 countries including the US (Fox Box) and the UK (BBC) and received a **BAFTA** nomination for best Children's animation series. Series 2 is out now.

Crayon Animation for Xing – Xing www.xing-xing.com

SONGS

Emma Bunton (Spice Girls) Free Me, # 5 in UK charts Title track of the
gold selling album Free Me

Emma Bunton I'll Be There # 7 in UK charts

Pop Idol winners through Simon Fuller's 19 Management.

She has also worked with **Elvis Costello**, **Gary Numan**, **King**, and **Alison Limerick**. She is working
with **Pam Sheyne** (Genie In A Bottle, Christina Aguilera) Tim Palmer (U2), Yak Bondy (Craig
David), **Marcella Detroit** (Shakespeare's Sister and Eric Clapton) The Lewinson Brothers

(Eurythmics) Ronnie Wilson (Eternal) and Shelly Poole (Alicia's Attic) who is now enjoying a successful solo career.

ADVOCACY

Hélène founded the 501c3 charity Hollywood Elite Music & Media, whose mission is “To Protect IP”. She made a film called **“Free@WhatCost”** interviewing songwriters and composers and a broad selection of creators from photographers to journalists from around the world advocating for IP copyrights. She travelled to Washington with ‘The Grammy’s on the Hill’ and the World IP summit, and to

Juca Novaes

My name is Juca Novaes. I am a Brazilian composer, singer and producer, based in São Paulo, the largest city in Latin America. I also act as a lawyer, specialized in copyright, with work in several Latin American countries. As an artist, I recorded 17 albums, with relevant recordings and partnerships with important names of modern Brazilian music, such as Lenine and Danilo Caymmi. For 12 years I was a board member of Abramus (Brazilian Association of Music and Arts), one of the largest collective management societies in Brazil. I am currently the Secretary General of the Abramus Board of Authors. I am also vice president of the Alcam (Latin American Alliance of Authors), based in Santiago, Chile. and a member of the Exco of Ciam (International Council of Music Authors), since 2011. I have international experience as a representative of Latin American authors, and a great experience with the Latin American music market. Considering my many years of experience as a representative of music authors throughout Latin America and the great knowledge I have about the music market throughout the Latin American continent, I would like to apply for board. I feel fully qualified for this role, and I believe that it would be important to insert a vision of someone with my trajectory as a member of the board.

Ricardo Ordonez

Ricardo Ordonez has twenty-five years of extensive experience structuring and negotiating music deals throughout Latin America, United States and Spain. At the beginning of his career he had the opportunity to be part of the Copyrights Royalty Tribunal hearings in Washington D.C. and successfully collected royalties on behalf of independent publishers. He is an expert in international copyright law, being one of the international consultants of intellectual property laws passed in various countries in Latin America in the 90’s. Also, he is an expert in media marketing, new technologies including metadata support and digital distribution. Throughout his career, he has been known for advocating for Latin American composers and their catalogues. He has a strong relationship with all the PRO’s in Latin America which made him key for any integration process in the region. His extensive and well-known experience has given him the opportunity to consult, support and develop strategies for many music companies including PRO’s, digital distributors and major music publishers. His vast knowledge in all aspects of the music industry and his strong international connections make Ricardo a key member of the AMLC and its efforts to distribute

equitably to every copyright owner around the world. This knowledge combined with his relationship building expertise is the formula for success in ensuring copyright owners are collecting as much as possible.

Jeff Price,

Founder CEO Audiam

Founder TuneCore

President / GM / Co-Founder spinART Records

In June, 2013, Jeff launched Audiam. Audiam is a digital Reproduction collection agency for publishers and songwriters for all interactive streaming entities including: YouTube, background and foreground services, digital jukeboxes, digital Karaoke, Apple Music, Spotify, Rhapsody, Amazon, Slacker, Tidal, Pandora, SoundCloud, scan & match lockers services and all other interactive digital streaming services. Audiam created unique proprietary technology to map, match, audit, license and distribute payments on behalf of music publishers and songwriters around the globe.

Audiam represented and works for millions of compositions including the publishing catalogs of SonyATV, Bob Dylan, Round Hill Music, Third Side Music, House Of Hassle/Rough Trade, Metallica, Red Hot Chili Peppers, Jason Mraz, Jack White, Frankie Valli & The Four Seasons, Tori Amos, Aimee Mann, Pretty Lights, Mike Campbell, Ruthless, Epitaph, Sumerian, Puscifer and thousands more.

In July, 2016 it was acquired by the Canadian performing rights organization SOCAN.

On January 26th, 2006, Jeff Price launched TuneCore. As CEO, over the next six years, he raised over \$13MM in venture and strategic capital and built TuneCore into the world's largest music distribution and publishing administration entity while simultaneously changing the global music industry business model. For the first time, artists could have access to distribution, keep ownership of their copyrights and receive 100% of the revenue generated from the sale of the recordings. Its' customer base consisted of hundreds of thousands of self-published songwriters and music publishers that also recorded their own songs. They sold over 1 billion units of music generating over \$700,000,000 in Gross music sales and \$100,000,000 in mechanicals. In 2010, Jeff launched the first of its kind global publishing administration entity allowing any self-published songwriter to gain access to license and collect their second income as music publishers from around the world. TuneCore was acquired by Believe digital in July, 2015.

Mr. Price also consulted for the Canadian performing rights organization SOCAN from 2012 - 2014.

In 1990 Jeff co-founded and was GM / President of the New York based independent record label spinART records (Pixies, Echo & The Bunnymen, Apples In Stereo, Richard Thompson etc) for seventeen years – his label was in strategic relationships with Sony, Warner Bros., Sire, Polygram Music Publishing and others.

spinART records was the first record label in the music industry to offer its catalog of releases via paid download as mp3s.

Jeff contributed to the founding charter and organization of The American Association of Independent Music (AAIM) – a non-profit non-governmental trade organization representing the interests of its independent label members.

From 1997 – 2001 Jeff Price worked with EMusic serving first as a consultant, next as interim VP of Content Acquisition and finally as the Senior Director of Music/Business Development. He contributed

towards the creation of EMusic's initial business model, played an active internal team role in EMusic's successfully completed \$30MM private placement in March 1999 and \$90MM second round financing in September 1999 and created and implement the first subscription-based music sales and distribution structure.

Mr. Price has appeared on numerous panels including CMJ, In The City, WebNYC, ECMA, Midem, Winter Music Conference, New Music Seminar, Billboard Music and Money Symposium, Independent Music Festival, Music Biz 2005, Audio Soft, MP3 Summit, South By South West, Digital Distribution and the Music Industry and countless others as well as teaches occasionally at New York University, Pace University, Berklee College of Music and more.

In addition, he has appeared on Nightline, CNBC, ABC News, CNN, MSNBC, CW11, and has been interviewed, quoted and featured in publications ranging from the New York Times, Wall Street Journal, Billboard, Fortune, Spin, Crain's, London Daily Mirror, NPR, National Geographic, Wired News, Business Week, The Industry Standard, Boston Globe, Stereophile, to Salon.com, ON24.com, ZDnet, and CNET to many others.

At the request of a congressional panel, he supplied a written deposition in the SEC investigation of Time Warner's failed acquisition bid of EMI and has provided a witness statement for the SoundExchange arbitration relating to the royalty rate for webcasting. More recently he has been asked by the Congressional sponsors of the Music Modernization Act to provide input and mark ups to their current proposed legislation.

He recently testified to the Canadian House of Commons' Standing Committee on Industry, Science and Technology in view of its study of the Statutory Review of the Copyright Act.

Mr. Price has an established track record of understanding copyright law and building technology and successful companies for the digital music industry. In his career, he has worked with all the major music publishers, a large constituency of independent music publishers as well as hundreds of thousands of self-published songwriters.

Peter A. Roselli

Roselli is a summa cum laude graduate of Saint Louis University with a Bachelor of Science in Business Administration. After spending a few years at a Nashville based regional CPA firm, Roselli's love for music and strong background in accounting led him to Bluewater Music, an independent music publisher and copyright administration company. Over the years at Bluewater, Roselli helped develop and implement internal control systems to ensure that every penny collected is properly accounted to clients according to the terms of each contract. Roselli's efforts have been instrumental in helping grow a diverse administration client base for Bluewater, signing talented clients such as G. Love, Bonnie Raitt, Filter, Fuel, Citizen Cope, Black River Entertainment, Gene Autry Music Group, Blue Man Group, Dan Penn and many others. Roselli's seventeen years with Bluewater has earned him the title of Chief Operating Officer, and as such he oversees all day-to-day operations, including general accounting, royalty accounting, licensing, song registrations, contract negotiations and administration client relations.

Roselli brings a deep knowledge of the intricacies of royalty collection and accounting to the Unclaimed Funds Committee of the AMLC. As COO of Bluewater Music he has dealt with royalty collection societies all over the world with the goal of ensuring that every composition represented by Bluewater is properly registered and all payments are correct. In order to accomplish these goals he spearheaded the

development of many automated internal control systems that match and double-check vast quantities of data. The results of his work can be witnessed by Bluewater's client retention rate of 95%.

Maria Schneider

Maria Schneider's music has been hailed by critics as "evocative, majestic, magical, heart-stoppingly gorgeous, and beyond categorization." She and her orchestra became widely known starting in 1994 when they released their first recording, *Evanescence*. There, Schneider began to develop her personal way of writing for what would become her 18-member collective, made up of many of the finest musicians in jazz today, tailoring her compositions to distinctly highlight the uniquely creative voices of the group. The Maria Schneider Orchestra has performed at festivals and concert halls worldwide. She herself has received numerous commissions and guest-conducting invites, working with over 90 groups in over 30 countries.

Schneider's music blurs the lines between genres, making her long list of commissioners quite varied, stretching from Jazz at Lincoln Center, to The Saint Paul Chamber Orchestra, to collaborating with David Bowie. She is among a small few to have received GRAMMYS in multiple genres, have received the award in both jazz and classical categories, as well as for her work with David Bowie.

Schneider and her orchestra have a distinguished recording career with twelve GRAMMY nominations and five GRAMMY awards. Unique funding of projects has become a hallmark for Schneider through the trend-setting company, ArtistShare. Her album, *Concert in the Garden* (2004) became historic as the first recording to win a GRAMMY with Internet-only sales, even more significantly, it blazed the "crowd-funding" trail as ArtistShare's first release. She's been awarded many honors by the Jazz Journalists Association and DOWNBEAT and JAZZTIMES Critics and Readers Polls. In 2012, her alma mater, the University of Minnesota, presented Schneider with an honorary doctorate. ASCAP awarded her their esteemed Concert Music Award in 2014. And in 2019, the National Endowment for the Arts bestowed on Schneider the nation's highest honor in jazz, naming her an NEA Jazz Master.

Schneider has become a strong voice for music advocacy and in 2014, testified before the US Congressional Subcommittee on Intellectual Property about digital rights. She has also appeared in CNN, participated in round-tables for the United States Copyright Office, and has been quoted in numerous publications for her views on Spotify, Pandora, YouTube, Google, digital rights, and music piracy. Most recently, she and concerned colleagues in New York have launched a widespread campaign on behalf of music-makers, MusicAnswers.org.

A collaboration with her orchestra and David Bowie resulted in his single called, "Sue (Or In A Season of Crime)," and brought Schneider a 2016 GRAMMY (Best Arrangement, Instruments and Vocals). Schneider and her orchestra also received a 2016 GRAMMY for *The Thompson Fields* (Best Large Jazz Ensemble Album). Their next recording project, *Data Lords*, is underway (2019) through ArtistShare and is set to be released April 1, 2020.

Rhonda L. Seegal

Rhonda L. Seegal has extensive experience in global Corporate Finance roles across major Fortune 500 companies, including a focus on the telecommunications and technology industries. She has held executive positions most recently at Amtrak, at Xerox Corp., Avaya and General Electric. With a successful record of structuring, negotiating and closing complex transactions, she raised more than \$25B in capital markets, banking and financing transactions, and developed innovative multi-billion funding for a government-owned entity. In her public company roles, she focused on reducing financial and operational risks, identifying control gaps and developing policies for financial reporting, investments and global banking and cash systems. She managed global enterprise risks, including foreign exchange exposures, insurance and business interruption. Prior to joining a company, she was a high tech lender at Citibank, N.A. A graduate of the Harvard Business School, she is active with the HBS women's alumni group in Washington, D.C.

With a focus on risk management and fiduciary responsibility, Rhonda understands the importance of internal controls and accountability, and she will provide leadership in all financial aspects of the new MLC, including ensuring the timely and accurate payments to all classes of songwriters and copyright holders.

Jonathan Segel

Jonathan Segel is a musician, songwriter and composer, composing and performing professionally for over 35 years. His discography of recorded music includes not only the albums of his band Camper Van Beethoven, but many other solo releases and a huge array of side projects and sideman work. He has been both self-published and runs a publishing company for others, has ran independent record labels, worked in clubs, record stores (when they existed), taught music theory and technology at college level, and even worked for the streaming service Pandora as a listener advocate. Jonathan has written several articles online about the transition to digital streaming in the music world and the effects it has had on musicians at all levels. He continues to be the go-to guy for music licensing and collection questions, as well as computer help, for every other band member he has played with

Caleb Shreve

Caleb began professional career in 1998 at Sony Music Studios in New York. As part of the Sony Music Special Projects team in NYC, he began working alongside artists such as Michael Jackson, Ricky Martin, Destiny's Child and Marc Anthony. In the early 2003, Caleb left Sony to work independently as a producer and engineer. Quickly he was hired almost exclusively by music producer and executive, Sean "Puffy" Combs. During this time and soon after Caleb reconnected with beginnings as a songwriter. Over the next decade and a half, Caleb wrote, produced and mixed countless records. His discography includes songs and albums by artists Jennifer Lopez, Phantogram, Tegan and Sara, and Switchfoot to name a few.

Since 2014 Caleb has been working as a manager at his company Killphonic with partner Jon Siebels of the band Eve 6. They have helped many artists navigate their careers (both independently and with labels/publishers) and have garnered admiration in the industry for their originality and leadership. Caleb is using his experience and expertise to administrate many of Killphonic's clients mechanical and performance royalties as well as their neighboring and master rights. Caleb is uniquely qualified to sit on almost any position within the MLC due to his dynamic background in the music industry and his 20+ years of experience. His expertise and relationships within business, production, songwriting and the partnerships this work requires includes many among major and independent labels and artists.

His company, Killphonic, manages 12 different artists and 3 additional fulltime writers and producers. He heads the operations for Killphonic's management division and over sees operations for all of the artists and producers on their roster. The responsibilities for management operations include strategy development, budgeting and monitoring across multiple campaigns simultaneously for the company and all the artists that are represented by it. Additionally, Caleb is Head of Operations and Development for the rights management division of the company which includes managing, collecting and distributing royalties between many artists and organizations. This division also includes international outreach for development of strategic relationships with foreign CMOs like SACM in Mexico and PPL in the UK.

Business development, strategizing and growth have been ingrained in the company's business core values that Caleb and his partner have built. At Killphonic, Caleb has developed his ability to think strategically and futuristically while keeping a steady hand on the day to day operations of multiple simultaneous projects. All this achieved through the growing and leveraging the strengths of the internal team at Killphonic and outside relationships. These skills and experience are essential for building any successful organization in the Music Industry and especially suitable for the tasks ahead of the MLC.

Jon Siebels

Jon Siebels is an artist, songwriter, producer and manager. He got his start in the music business at the age of 16 signing a recording contract with RCA records for his band Eve 6. They went on to have multiple hits, sell upwards of 3 million albums and continue to be active today. He has co-written and produced for artists such as Switchfoot, Dreamers, Bleached and more. He is now a co-owner of Killphonic artist management and right administration in Los Angeles, CA. Killphonic manages careers and oversees the rights administration of 15 independent artists and producers.

Jon has had a lifelong career in the music industry. From artist to manager and rights administrator he has experience in all sides of the business. As an artist who signed deals before downloading and streaming

existed, he has been involved in multiple re-negotiations with labels and publishers to resolve issues related to new streaming royalties. He would be a great candidate to serve on any board or committee that's purpose is to resolve disputes for artists with regards to their royalties.

Al Staehely

Al Staehely was a singer/songwriter from the 1970s. He was featured in Spirit, The Staehely Brothers, The Nick Gravenites / John Cipollina Band and recorded with labels such as Epic and Polydor.

He is now an entertainment lawyer based in Houston, Texas. He has specialized in legal matters pertaining to the music and film industries since 1979.

After graduating from the University of Texas Law School in 1970, Staehely moved to Los Angeles and joined the already established band, Spirit, as lead singer, bass player, and principal songwriter. He recorded the album Feedback with that band which contained seven originals by Staehely. Two years later he wrote ten songs for a Staehely Brothers album also released on Epic Records ("Sta-Hay-Lee"). Later, Polydor released a solo album by Al Staehely. As a writer, his songs have been recorded by Keith Moon, Bobbie Gentry, Patti Dahlstrom, Nick Gravenites, John Cipollina, Marty Balin, Peter Cox, and Hodges, James & Smith.

In an interview, Staley said, "Law didn't lead me to music. Music delivered me to law. Like so many others, I played in bands while in high school (Austin, Texas), in university (The University of Texas) and in law school (The University of Texas School of Law). Unlike most others, I didn't practice law for almost ten years after graduating. I joined the group Spirit, wrote songs, recorded for Epic records and toured the world.

His clients include musicians, record labels, music publishing companies, and distribution companies. He handles various matters related to recording, publishing, sub-publishing, and licensing both domestically and internationally. Staehely has represented film production companies, optioned life-story rights, and cleared music rights for films including the Academy Award-nominated documentary For All Mankind. He also represents clients with respect to litigation in all matters related to the entertainment business, including copyright and trademark issues.

In addition to his practice, Staehely has taught music publishing and music business law at both the Art Institute of Houston and St. Thomas University, also in Houston. He has also served as adjunct professor at the University of Houston Law Center, teaching entertainment law.

Staehely is also a member of The National Academy of Recording Arts and Sciences, the International Association of Entertainment Lawyers, and the entertainment and sports law section of the Texas Bar and the American Bar Association.

David Willen

SUMMARY

Chief Technology Officer, leader and mentor. Experienced leadership in the design and development of software, cloud infrastructure, component-based architectures and distributed high transaction volume systems. Proven ability to partner with senior management in development of technology strategy and execution to drive business success. Consistent success at attracting, developing, and retaining top talent and in building, leading and motivating technology teams to deliver business solutions on budget and on time. International work experience resulting in effective collaboration across continents. Combining strong communication skills with deep technical expertise – can go from the linux command shell to presenting to the board of directors in an afternoon.

PROFESSIONAL EXPERIENCE

AUDIAM, INC. (WWW.AUDIAM.COM), NY, NY

2013 - PRESENT

CTO and co-founder

- Audiam makes money for artists when their music is used on YouTube. Co-founded this company and designed and developed the systems and code for launch. Technology is Python/Django on Heroku for front end and Python/CouchDB on EC2 for backend. Procured seed and series A funding and built technology team to expand services.

SMARTER AGENT LLC (HOME.SMARTERAGENT.COM), Collingswood, NJ

2011 - 2013

SVP Engineering

- Smarter Agent builds white label SmartPhone apps for the real estate industry, and operates a back-end platform to power them. Clients include the largest national real estate franchises as well as regional companies.
- Restructured technology team, engaged outsource vendors and developed strategy, processes, and procedures to improve delivery of technology solutions. Current team is 12 FTE and 6 consultants.
- Analyzed existing systems and identified root causes of performance and stability problems. Developed both short-term and long-term plans to address these problems, which were impacting customer retention and revenue.
- Led Java code reviews and motivated back-end team to address immediate software problems. Technology is Linux, J2EE on Jboss, and Oracle 11g with Oracle spatial on the backend. Successfully restructured both code and system infrastructure to eliminate outages and improve performance. This short term solution bought enough time to design and put in place the long term solution.
- Designed a cloud strategy to migrate platform from co-located servers to Amazon Web Services. Strategy included a pilot project to demonstrate value and gain executive and board approval for full project. The pilot project migrated the photo processing subsystem to Amazon Web Services and from Java to Python to improve performance and scalability. This subsystem now serves over one million photos per day. This reduced load on an over-taxed co-lo facility and improved performance, reliability, and customer experience.
- Developed and executed comprehensive plan to migrate entire back-end platform to Amazon Web Services. Engaged Oracle to help review and validate the technical plan with respect to running Oracle Enterprise in the Amazon Cloud. Engaged implementation partner and completed full migration in under six months with less than two hours of production outage. Performance and availability metrics of the platform, now running in the cloud, are excellent.
- Engaged counterparts at client companies and created a process flow to improve development and delivery of SmartPhone apps. These are developed using Java on Android, Objective-C on iPhone, and Javascript on iPad. Partnered with marketing to close new business with major national franchisor and to expand business with existing clients. Increased monthly revenue 400%, added tens of thousands of real estate agents to the platform, and doubled unique monthly users.

PROFESSIONAL EXPERIENCE (Continued)

AVON PRODUCTS, INC (WWW.AVON.COM), Rye, NY**2010 – 2011****Chief Web Architect**

- Led Global Architecture function for Avon websites, comprising 10 FTEs and an outsourced team of 100. Completed the international roll out of new website technology to over sixty countries, enabling online ordering for over 500,000 Avon representatives globally. These websites collectively generate over \$ 1 Billion in revenue annually.
- Partnered with regional technology, sales, and marketing teams to customize technology to meet country specific requirements. These included North America, Latin America, and Central and Eastern Europe markets.
- Re-engineered systems (both software and infrastructure) to meet the business requirements of Avon marketing plans, which generate high volume "flash-crowds." Prior to this effort, these flash crowds would crash the systems. Technologies used include Linux, J2EE (IBM WebSphere) and Oracle 11g.
- Collaborated with key Avon technology vendors to ensure successful selection and delivery of technology to meet business needs. These included IBM, Oracle, and InfoSys.
- Introduced and evangelized agile software development methodologies into a strongly waterfall-oriented organization. Led pilot projects to demonstrate the advantages of agile and gained executive support.

TUNECORE (WWW.TUNECORE.COM), Brooklyn, NY**2009 – 2010****Chief Technology Officer**

- Doubled the size of the technology staff and put in place strategy, processes, and procedures to enable reliable delivery of technology for the next stage of the Company's growth. Re-designed cloud infrastructure and upgraded web application software stack while delivering new customer services including a streaming music service, web widgets, and information services portal. Negotiated business and technical terms for a multi-year contract with Universal Music Group. Tunecore now hosts websites for several Universal labels, and provides exclusive access to sales and trending data via an interactive portal. Negotiated business and technical terms for a multi-year contract with MySpace Music. Technologies included Ruby/Rails, MySQL, Amazon EC2, SQS.

BARNES&NOBLE.COM (WWW.BN.COM), New York, NY**2001 – 2008****Chief Technology Officer (2002 – 2008)****Chief Software Architect (2001 – 2002)**

- Led software architecture, design and development teams, as well as infrastructure and IT operations for the e-commerce business, with annual revenue of approximately \$ 450 million.
- Managed an in-house staff of approximately 150, supplemented by as many as 40 consultants with an annual IT budget of over \$ 30 million.
- Created an effective IT structure by leading an effort to unify several disparate technology groups under a single umbrella. Eliminated redundant and inefficient structure, and hired top talent to build a highly motivated and effective technology team. Developed and implemented a comprehensive disaster recovery and business continuity solution for all critical systems. Put in place a comprehensive security program.
- Put in place methodology and process to achieve high systems availability and customer satisfaction while ensuring on-time delivery of new features and services. This work resulted in improving the website from an unstable 90% to a consistent 99.9% availability. Similar improvements in the supply chain processes resulted in a decrease in customer service calls per order from 28% in 2002 to 11% in 2008.
- Delivered new book search engine technology, as well as a unique category browse service. These features drove dramatic increase in customer satisfaction, resulting in 5% year-over-year increase in revenue beginning in 2002. More recently, 2008 comparable quarter revenue is up 14%. Since 2002, Barnes&Noble.com has consistently placed at the top of the University of Michigan American Consumer Satisfaction Index for e-commerce websites. Since 2003, the Barnes&Noble.com website has consistently been ranked number one for website availability as measured by Keynote Systems.

PROFESSIONAL EXPERIENCE (Continued)

- Developed and built consensus for a five year technology strategy plan to migrate from immature web technologies to a scaleable enterprise architecture. This included migration of the website e-commerce platform from Microsoft Commerce Server and SQL Server to a robust component architecture using Oracle RAC for high availability and security. On the backend, a proprietary order processing and supply chain management system has also been

migrated to SAP Industry Solution Retail. This backend system migration eliminated the need for costly and unsupported middleware, improved support capabilities for customer service, and provides more timely financial and profitability reporting. The latter enabled more effective pricing strategies to drive a 10% increase in profitability. The enterprise architecture also enables expansion of product offerings by providing interfaces to third party suppliers (interfaces include product availability, order placement, and returns processing). Together, these initiatives drove a \$ 50 million increase in revenue.

- Developed and built consensus for an infrastructure migration plan that migrated multiple data centers from co-located hosting facilities to company owned distribution centers. Managed key infrastructure vendors to deliver the systems and services necessary to migrate data centers with no downtime. This plan resulted in significant IT expense reduction, while ensuring long term security and stability of the Company's infrastructure assets and delivering a comprehensive business continuity solution, meeting and exceeding compliance requirements.
- Architected technology strategy to enable the digital delivery of products to customers. Designed and built systems infrastructure to power digital delivery with long term goal of enabling a wide range of business models.
- Architected and implemented technology solutions to facilitate multi-channel retail strategy. These solutions include stored value gift cards, Barnes&Noble Membership (a customer loyalty program), as well as cross-channel promotional and customer service capabilities. These solutions resulted in an increase in return customer traffic of 20%.
- Partnered with Barnes&Noble retail store technology organization to implement services that provide in-store customers with access to the over one million in-stock SKUs available on Barnes&Noble.com. Customers can place an order in-store and have it shipped to their home, or back to the store for in-store pickup.
- Designed and implemented technology to build and run a used-book marketplace business. Today, this business supports hundreds of used book dealers and offers customers over forty million used books for sale on the Barnes&Noble.com website. Dealers have their own portal, as well as web services for managing their orders and inventory, and customers can rate dealers for the quality of their service. Merchandising of used book offerings is integrated seamlessly into the new book shopping experience on Barnes&Noble.com. Revenue for the used book business is growing at 23% per year since launch and is targeted to reach \$ 100 million by 2011.
- Developed technologies to enable and support a growing B2B business. These include technology to support customized versions of the Barnes&Noble.com website, as well as e-procurement and electronic invoicing systems and interfaces.

THESTREET.COM, New York, NY

2000 – 2001

Chief Technology Officer

- Accepted this position and stabilized the web site and internal IT systems after the company lost most of its technology staff following its IPO.
- Built a new, highly motivated and effective technology team and delivered new web site designs to meet business goals on schedule.
- Guided senior management in selecting and setting technology direction to target core business goals.
- Identified opportunity and implemented streaming video financial commentary content.
- Identified and executed acquisition of SmartPortfolio.com, adding 250,000 subscribers and related subscriber management technology to corporate assets.
- Stabilized and then re-architected and replaced publishing and content management system. The original system could take as long as an hour to publish to the website, the replacement ensured content could go live within minutes and supported enhanced editorial workflow capabilities.
- Replaced slow and unreliable stock quote site with new system based on Tibco architecture. New stock quote system offers delayed and real-time quotes in under five seconds and is highly scalable.
- Established processes and procedures to bring technology costs under control and within budget.

- Relocated production systems and expanded system capacity and performance, reducing average home page load time from over eight to under four seconds. The relocation plan also delivered a business continuity solution and improved technology for the customer care center.
- Doubled site traffic to over 50 million pages per month and over 300,000 unique visitors per day.

BLOOMBERG, L.P., New York, NY

1999 – 2000

- Redesigned and coded software architecture of the visual display / control functions of the Bloomberg terminal to eliminate defects in original design and enable substantive enhancements. Managed the software development team responsible for these systems. Enhancements included comparative charting capabilities, as well as visual effects that enabled integration with Bloomberg television. Technologies included C++/MFC.
- Worked directly with Bloomberg TV directors to put financial data technical analysis charts on Bloomberg TV.

SIXDEGREES, INC., New York, NY

1998

Vice President, Software Development

- Led all software development for sixdegrees, which included the design and implementation of a three-tier architecture for this community-building public web site.
- Increased site traffic from 7 to over 21 million page views per month.
- Increased community membership from 600,000 to over 2,100,000 people.

DUN AND BRADSTREET CORPORATION, New York, NY

1

1990 – 1998

Director of Technical Support (1997 – 1998)

Manager of Software Development (1990 – 1996)

- Product responsibilities included DDA (DUN'S Direct Access), providing online query, multidimensional analysis, and data download from the D&B North American Marketing File containing over 11 million companies; SBS (Small Business Systems), an in-house direct marketing and customer service support system; and design of system components for D&B Access, providing online query and report download from D&B Credit Files worldwide.
- Based at D&B European Headquarters in the United Kingdom for six months. In the United Kingdom, enabled and ensured the successful deployment of systems from development into production. Designed and specified infrastructure requirements for production systems. Guided and supervised the infrastructure build-out and development of operational procedures and training. Achieved significant improvements in production systems stability, as well as the successful construction and installation of new parallel search database.
- Beginning in 1995 and continuing through 1996, successfully led a substantial development effort aimed at migrating back-end systems to Windows NT.
- From mid-1990 through 1994, lead the design and implementation of DDA Versions 3 and 4. This included systems software design of both the back-end search system and the front-end customer program. The back-end included a proprietary design for database software that was partitioned and deployed on a homogeneous collection of networked PCs, resulting in a scalable, high performance,

- high capacity search engine.
- Defined and implemented deployment plans to make it possible to perform system upgrades in a 24 by 7 production environment without interrupting service to the installed user base.
- Designed and managed the development and implementation of the customer IR (investigation request) system for D&B Access. Deployed this system in both New York and High Wycombe, United Kingdom. Oversaw the installation and operator training at both sites.
- Designed and managed the development and implementation of the credit fax service that delivered credit reports by fax to customers on demand.

POLYTECHNIC UNIVERSITY, New York, NY **1982 – 1991**
Member of adjunct faculty, Computer Science.
 Developed and taught an evolving series of courses in Microprocessor Architecture.

SECURITIES INDUSTRY AUTOMATION CORPORATION, New York, NY **1985 – 1990**
Director of PC Development

CAU, INC, Rye, NY **1980 – 1984**
Principle

IBM, Poughkeepsie, NY **1977 – 1980**
Senior Associate Engineer, Advanced Processor Development

EDUCATION

B.S.E.E., M.S.E.E. (1977), Magna Cum Laude, Polytechnic University, New York

PUBLICATIONS

- “8088 Assembler Language Programming: The IBM PC,” Howard W. Sams, 1981
- “Macintosh Programming Techniques,” Howard W. Sams, 1985

David Wolfert

David Wolfert is a Grammy®- and Emmy®-nominated songwriter, composer, educator, arranger, orchestrator, producer, and instrumentalist who has worked in all areas of music, including records, film, advertising and television.

David's songs have been recorded by Whitney Houston, Barbra Streisand, Ariana Grande, Kelly Clarkson, Jennifer Hudson, Usher, Dolly Parton, Dusty Springfield, Eddie Murphy, the Four Tops, Cher, Lynn Anderson, Julio Iglesias Jr. and many others. They appear on the Greatest Hits collections of Whitney Houston, Barbra Streisand, and Dolly Parton.

David has also worked as a producer, arranger, and guitarist with many icons of the music business, including Rod Stewart, Bette Midler, Whitney Houston, Elton John, Peter Criss, Jimmy Cliff, Johnny Cash, Harry Nilsson, The Temptations, Aretha Franklin, Judy Collins, Brenda Russell, Don Covay, The Muscle Shoals Rhythm Section, Dr. John, and many others.

He has written and produced music for thousands of Television and Radio commercials for virtually every major advertiser and has won 2 Clio's for his work. His scores have appeared in numerous documentaries, television shows, and independent films.

David teaches Undergraduate and Graduate Songwriting at the Steinhardt School of New York University. He is a founding member of the Council of Music Creators and MusicAnswers, advocacy groups for composers, songwriters, performers, and producers. He lives in New York and has studios in New York City and Bridgehampton, Long Island.

SCHEDULE B
Certificate of Incorporation for Nonprofit

NYS Department of State
Division of Corporations

Entity Information

The information contained in this database is current through March 20, 2019.

Selected Entity Name: AMERICAN MUSIC LICENSING COLLECTIVE, INC.

Selected Entity Status Information

Current Entity Name: AMERICAN MUSIC LICENSING COLLECTIVE, INC.

DOS ID #: 5517492

Initial DOS Filing Date: MARCH 20, 2019

County: NEW YORK

Jurisdiction: NEW YORK

Entity Type: DOMESTIC NOT-FOR-PROFIT CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

DEREK C. CROWNOVER, ESQ., DICKINSON

WRIGHT, PLLC MUSIC ROW

54 MUSIC SQUARE EAST, SUITE 303

NASHVILLE, TENNESSEE, 37203

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by [viewing the certificate](#).

***Stock Information**

# of Shares	Type of Stock	\$ Value per Share
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No Information Available

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAR 20, 2019	Actual	AMERICAN MUSIC LICENSING COLLECTIVE, INC.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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SCHEDULE C

**BY-LAWS
OF
AMERICAN MUSIC LICENSING COLLECTIVE, INC.**

(A NEW YORK NOT-FOR-PROFIT CORPORATION)

ARTICLE I NAME

1. Name. The name of this body shall be the American Music Licensing Collective (referred to as the “AMLC”).

ARTICLE II OFFICES

2.1 Principal Office. The initial principal office and location of the AMLC shall be at a place determined by the majority of the Voting Members of the Board of Directors but in New York, New York. The Board of Directors may at any time change the principal office from one location to another within the United States.

2.2 Other Offices. The Voting Members of Board of Directors may at any time establish branch or subordinate offices at any place or places where it is legal to do so, within or without the state of New York.

ARTICLE III OVERALL PURPOSE AND DUTIES

3. Purpose and Duties. The purposes and duties of the AMLC are those set forth in its Certificate of Incorporation filed with the New York Department of State on March 20, 2019, duly formed under the New York State Not-for-Profit Corporation Law as the same may be from time to time amended or restated) (“N-PCL”). The various duties of the AMLC shall be contained herein but are also laid out in the Music Modernization Act (signed into law by the President of the United States on October 11, 2018) (“MMA”). Such duties include collecting and distributing royalties from digital music providers, establishing a musical works database relevant to the new blanket license, and administering a process by which copyright owners can claim ownership of musical works (and shares of such works), all of which are consistent with the N-PCL, those regulations promulgated by the Register of Copyright’s and its Office and as spelled out in Federal Register Vol. 83, No. 245 / Friday, December 21, 2018, and as may be subsequently reviewed, amended or restated from time to time by the Register of Copyrights and its Office (“The Regs”). While it is the intent that these bylaws are consistent with the N-PCL, the MMA and The Regs, however, if the bylaws are not consistent with the N-PCL, MMA or the Regs, the Board will take reasonable steps to ameliorate or conform the bylaws to the N-PCL, MMA and The Regs within a reasonable time.

ARTICLE IV BOARD OF DIRECTORS

4.1. Voting and Non-Voting. Pursuant to the MMA and the Regs, the Board of Directors of the AMLC shall consist of seventeen (17) individuals (referred to herein individually as a “Board Director” or “Board Member” and collectively as the “Board of Directors.”) with each of the same approved by the active sitting U.S. Register of Copyrights (the “Register”) and the active sitting Librarian of Congress (the “Librarian”). Of the seventeen (17) Board Members:

4.1.1 Fourteen (14) individuals will serve on the Board of Directors with full voting authority (one (1) vote each) (referred to as a “Voting Member” or collectively as the “Voting Members”) with Ten (10) of the Voting Members being individual representatives of music publishers to which songwriters have assigned exclusive rights of reproduction and distribution of musical works with respect to “Covered Activities” (as defined in the MMA, and The Regs); provided, none of which may be owned by, or under

common control with, any other Board Member and the other Four (4) of the Voting Members shall be professional songwriters who have retained and exercise exclusive rights of reproduction and distribution with respect to “Covered Activities” (as such term is defined within the MMA and The Regs) with respect to musical works they have authored.

4.1.2 Three (3) non-voting members shall have no authority to vote or take any actions on behalf of the AMLC, but shall nonetheless be Board Members (referred to herein individually as a “Non-Voting Member” or collectively as the “Non-Voting Members”) with One (1) individual Non-Voting Member being a representative of the nonprofit trade association of music publishers that represents the greatest percentage of the licensor market for uses of musical works in Covered Activities, as measured for the 3-year period preceding the date on which the Non-Voting Member is appointed (“Music Publisher Advocacy Representative”); and One (1) Non-Voting Member being the digital licensing coordinator (“DLC”) as such term is defined in the MMA and The Regs (the initial member to be appointed at the time one has been designated); or otherwise, a representative from the nonprofit trade association of digital licensees that represents the greatest percentage of the licensee market for uses of musical works in Covered Activities, as measured over the preceding three (3) full calendar years; and with One (1) final Non-Voting member being a representative of a nationally recognized nonprofit trade association whose primary mission is advocacy on behalf of songwriters in the United States (“Songwriter Advocacy Representative”). Prior to becoming a Board Member, the Librarian of Congress must approve the initial slate and any subsequent Board Member.

The initial slate of the Board of Directors is attached as Appendix A, with each of their proposed terms set out below and subject to the approval of the Register of Copyrights, and Librarian of Congress consistent with the MMA and The Regs.

4.2 Board Powers. The affairs of the AMLC shall be managed by Voting Members of the Board of Directors, which shall have all the powers permitted by law unless expressly limited by these by-laws, the MMA or The Regs. As used in these by-laws, “entire Board of Directors” means the total number of Board of Directors that the AMLC would have if there were no vacancies and the “entire Voting Members of the Board of Directors means the total number of Voting Members of the Board of Directors if there were no vacancies.

4.3 Installing of Interim Board, Election and Term of Office. It is the intent that after the formation of the AMLC, under the N-PCL, that the listed Voting Directors and Officers shall have the authority to run the day-to-day operations of the AMLC, until the Register and Librarian approve the AMLC as the sole authorized mechanical licensing collective under the MMA. If or when the Register and Librarian approve the AMLC as sole authorized mechanical licensing collective under the MMA, the first or “Inaugural” Board of Directors will also be approved by the Register and the Librarian of Congress (“Inaugural Board”) as well as any subsequent Voting or Non-Voting Members of the Board of Directors. The Inaugural Board of will serve the following terms (to be approved by the Register and the Librarian of Congress):

4.3.1 Of the fourteen (14) Inaugural Board Voting Members: Four (4) shall serve three (3) years; Five (5) shall serve four (4) years; and five (5) shall serve five (5) years.

4.3.2 Of the three (3) Inaugural Board Non-Voting Members: the Songwriter Advocacy Representative shall serve three (3) years; the Music Publisher Advocacy Representative shall serve four (4) years; and the DLC shall serve five (5) years.

4.3.3 After the term of each of the Inaugural Board Voting and Non-Voting Members above has ended, the new term of office of each Voting and Non-Voting Member replacing each of the foregoing shall be until the close of the third succeeding Annual Meeting of the Board of Directors (i.e. approximately 3

years) and until his or her successor shall have been elected, qualified and approved by the Register and the Librarian of Congress, or until his or her earlier death, resignation or removal.

4.3.4 Six (6) months prior to the end of a Board Member's term, such Board Member shall present at least three (3) suggested replacements, with their qualifications and backgrounds, to the Board Members to be considered as their replacement for the upcoming term. The Voting Members of the Board may or may not take or vote on the recommendations and the Voting Members may propose other prospective Board Members to be considered.

4.3.5 The Voting and Non-Voting Members of the Board of Directors shall be proposed by any Board Member but are elected at the Annual Meeting of the Board of Directors by vote of a majority of the Voting Members of the Board of Directors present at the time of the vote, if a quorum of the Voting Members of the Board of Directors is present, unless the MMA or the Regs determine otherwise (i.e. in the case of the DLC, etc.).

4.3.6 Vacancies occurring on the Board of Directors for any reason, may be filled by the vote of a majority of the Voting Members of the Board of Directors then in office, whether or not a quorum exists. A new Board Member elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

4.5 Resignation, Removal.

4.5.1 Resignation Notice. A Board Member may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary to make it effective. If any Director shall be absent from two (2) consecutive regular meetings of the Board of Directors without excuse, the Voting Members of the Board of Directors may decide to consider such absence as a resignation, and such resignation shall take effect at the time of such decision by a vote of the majority of the Voting Members of the Board of Directors, subject to the approval of the Register and the Librarian.

4.5.2 Removal. Any Board Member may be removed with or without cause by an affirmative vote of a majority of the Voting Members of the Board of Directors present at a meeting at which a quorum is present or by unanimous written consent of the Voting Members of the Board of Directors; provided however, such removal is also subject to the approval of the Register and the Librarian.

4.6 Meetings.

4.6.1 Regular Meetings. Regular meetings of the Board of Directors may initially be held monthly but in no case shall a meeting be held less than quarterly in each fiscal year at such times and places as the Executive Committee shall determine.

4.6.2 Annual Meeting. There shall be an "Annual Meeting" in the first quarter of each new fiscal year at such time and place as the Executive Committee shall determine. The Annual Meeting will authorize for the election of the Board of Directors and officers, and for the transaction of such business as may be brought before it and as may be required under the N-PCL in effect at such time and pursuant to the MMA and The Regs. The President and Treasurer shall present at each Annual Meeting their report, which shall set forth the accounting and other statements and shall be eventually verified or certified in the manner prescribed by Section 519 of the N-PCL and show in appropriate detail the following:

4.6.2.1 The assets and liabilities, including the reserve or trust funds, of the AMLC as of the end of a twelve (12) month fiscal period termination not more than six months prior to said meeting.

4.6.2.2 The principle changes in assets and liabilities, including the reserve or trust funds, during said fiscal period.

4.6.2.3 The revenue or receipts of the AMLC, both unrestricted and restricted, to particular purposes during said fiscal period.

4.6.2.4 The expenses or disbursements of the AMLC, for both general and restricted purposes, during said fiscal period.

Such report shall be filed with the records of the AMLC and either a copy or an abstract thereof entered in the minutes of the proceedings of such Annual Meeting and shall be available for view by the general public on the website of the AMLC.

4.6.3 Special Meetings. Special meetings of the Board of Directors may be held at any time and place and upon the written request of the President, a majority of the Executive Committee or a quorum of the entire Voting Members of the Board of Directors to consider a special subject. Notice of the special meetings shall be given as set forth in Section 4.14 below of these by-laws. Such notice of the special meeting shall state the place, date, time and purpose or purposes of the special meeting, and the person or persons at whose direction the meeting is called. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Board of Directors unless the Voting Members of the Board of Directors present in person, provided a quorum is present, shall agree to such other business during such special meeting.

4.7 Quorum, Voting and Attendance by Telephone, or Electronic Attendance. The presence of eight (8) Voting Members, shall constitute a valid quorum for the transaction of the business of any meeting of the Board of Directors. Participation by one (1) or more Directors by means of telephone, conference call or other electronic means, including audio-video, internet interactive audio-video (such as Skype, Net Meeting, etc.) and electronic interactive mail, allowing all persons participating in the Board or committee meeting to hear or interact with each other at the same time and participate in all matters before the Board of Directors, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of Directors or committee, shall constitute presence at such meeting.

4.8 Adjourned Meetings. A majority of the Voting Members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to the Board of Directors who were not present at the time of such adjustment.

4.9 Actions of the Board of Directors and One Vote per Director. The vote of a majority of the Voting Members of the Board of Directors present at the time of the vote, if a quorum is present, shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation, or these by-laws, the MMA or the Regs. Each Voting Member shall have one vote. Non-Voting Members do not have a vote and are not empowered to act on behalf of the AMLC, unless provided otherwise by the MMA or The Regs.

4.10 Actions by Written Consent of the Voting Members of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all Voting Members of the Board of Directors or the committee consent in writing (which may be in the form of a written instrument signed by the Director or the Director's authorized

agent and faxed or scanned and e-mailed back to the President or officer requesting such action without a meeting) adopting a resolution authorizing such action. Such resolution and written consents thereto shall be filed with the minutes of proceedings of the Board of Directors or the committee.

4.12 Compensation. If a majority of the Voting Members of the Board of Directors authorize, Directors may be reimbursed for actual and reasonable expenses incurred by Directors in the performance of their duties or may be paid reasonable stipends within the yearly budget. No Director or officer who benefits from compensation paid in a reasonable amount for services rendered may be present at or otherwise participate in any Board or committee deliberation or vote concerning such Director or officer's compensation; provided that §58 of the New York Nonprofit Revitalization Act of 2013 (the "Act") shall not prohibit the Board of Directors or authorized committees from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board of Directors meeting prior to the commencement of deliberations or voting relating thereto.

4.14 Notice. Notice of the time and place and, to the extent required by law or these by-laws, the purpose of every meeting of the Board of Directors shall be given by the Secretary or President by any of the following means of communication:

4.14.1 personal delivery, which shall be effective when the Director or his or her assistant or secretary is reached by personal delivery;

4.14.2 mail, which shall be effective 72 hours after notice is deposited in the United States mail with postage thereon prepaid;

4.14.3 express mailing or overnight courier, which shall be effective upon the day and hour of promised delivery);

4.14.4 telephone, which shall be effective when the Director or his or her assistant or secretary is reached and spoken to in person by telephone;

4.14.5 facsimile telecommunications or electronic mail, which shall be effective immediately, provided no notice of rejection is received. Notice sent by such means shall not be deemed to have been given electronically if the AMLC is unable to deliver two (2) consecutive notices to the individual by facsimile telecommunication or electronic mail; or the AMLC otherwise becomes aware that notice cannot be delivered to the individual by said means of communication.

The communication and notice shall be valid so long as the above communication is sent to the same or the usual address, telephone or telecopier number or electronic mail address of such Director as it appears on the books of the AMLC, in good faith, at least five (5) days before such meeting (or in the case of notice by telephone, confirmed in writing at least one (1) day before the meeting).

Notice of any meeting need not be given, however, to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice, or who submits a waiver by electronic mail setting forth or submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

4.15 President Presides Over Meetings. At all meetings of the Board of Directors, the President shall preside. In the President's absence, the Secretary shall preside, or if the Secretary fails to do so, the Voting Members of the Board of Directors shall appoint a Voting Member to preside.

4.16 Proxy. A Voting Member may authorize another Voting Member or person to act for him or her at a meeting or by written consent if so authorized by written proxy, a copy of which shall state the name of the Voting Director granting the proxy and to whom the proxy is granted and such written proxy must be presented prior to any meeting to the presiding officers or Voting Members of the Board of Directors of the meeting in person or via electronic mail or via facsimile. Each proxy must be in writing and signed by the Voting Director or his attorney in fact and electronic or facsimile signatures shall be permitted. Such authorization by electronic mail shall set forth information from which it can be reasonably determined that the authorization by electronic mail was authorized by the Voting Director. If it is determined that such authorization by electronic mail is valid, the Voting Members of the Board of Directors, or such other persons making that determination shall specify the nature of the information upon which they relied. Every proxy shall be revocable at the pleasure of the Voting Director executing it, prior to any vote being taken.

ARTICLE V MEMBERS

5. No Members. The AMLC is not a membership organization and therefore there are no members.

ARTICLE VI COMMITTEES

6.1 Creation. The Voting Members of the Board of Directors, by resolution adopted by a majority of the Voting Members of the Board of Directors, may designate standing or special committees, each consisting of at least one (1) Voting Member of the Board of Directors, as the business of the AMLC may require, and delegate such authority to such committees as the Voting Members of the Board of Directors may deem appropriate, as allowed by Section 712 of the N-PCL; provided that no such committee of the Board of Directors shall have authority as to:

- 6.1.1 submit to committee members any action requiring the Voting Members of the Board of Director's approval under the N-PCL;
- 6.1.2 fill vacancies in the Board of Directors;
- 6.1.3. amend or repeal these by-laws or adopt new by-laws;
- 6.1.4 amend or repeal any corporate resolution which by its terms shall not be so amendable or repealable; or
- 6.1.5 conduct any other activities expressly prohibited by law.

6.2 Committees. The Board of Directors shall have the following standing committees as listed in Section 6.5 below, but may by resolution adopt (by a majority of the Voting Members of the Board of Directors) and establish additional special committees.

6.3. Special Committees. In addition to the Standing Committees below, the Voting Members of the Board of Directors may create such Special Committees of the Board of Directors as it may deem desirable, the members of which shall be appointed by the President with the agreement of at least a majority of the Voting Members of the Board of Directors. Any special committees shall have only the powers specifically delegated to them by the Voting Members of the Board of Directors and in no case shall have powers which

are not authorized for standing committees. Persons who are not Directors may be named as adjunct members of standing and special committees with the right to attend and speak at meetings but such adjunct members shall not have any voting rights or be counted for quorum purposes of the committee and its actions.

6.4 Procedure. Each member of a committee shall serve at the pleasure of the majority of the Voting Members of the Board of Directors. The Voting Members of the Board of Directors may appoint alternate members of any standing committee to act as substitutes for any absent member at meetings of such committee. If there shall be a vacancy in any committee, such vacancy may be filled by the majority of the Voting Members of the Board of Directors. At the time of the appointment of members, the chair of each committee shall be selected by the President unless a majority of the Voting Members of the Board of Directors state otherwise. Except as otherwise provided by these by-laws or by a majority of the Voting Members of the Board of Directors, each committee shall determine its own rules of procedure and elect its own chairman if a majority of the Voting Members of the Board of Directors has not otherwise appointed a chairman of such committee or has required a different rule of procedure. A majority of the membership of a committee comprised of Voting Members of the Board of Directors within the committee shall constitute a quorum for the transaction of business by such committee unless otherwise established pursuant to committee rules of procedure. Any committee shall keep minutes of its meetings and records of its proceedings and/or prepare reports and promptly submit the same from time to time to the Board of Directors. If the AMLC authorizes a committee to act pursuant to Section 10.1 and 10.2 of these by-laws, the committee shall promptly report any actions taken to the Board of Directors, and in no event after the next regularly scheduled meeting of the Board of Directors.

6.5 Standing Committees. The following “Standing Committees” shall be established or appointed by a majority of the Voting Members of the Board of Directors. In addition to the powers and duties expressly conferred upon each committee by these by-laws, the MMA or The Regs, each committee shall, except as otherwise specifically provided by the N-PCL, have such other powers and duties as shall from time to time be assigned to such committee by a majority of the Voting Members of the Board of Directors or as mandated by the MMA or The Regs. Interim committees shall be installed for purposes of complying with the N-PCL with the approval of these bylaws by the Interim Board of Directors.

6.5.1 Operations Oversight Committee. The Operations Oversight Committee shall consist of six (6) members. Three (3) of the six (6) members will be selected by a majority of the Voting Members of the Board of Directors and must be musical copyright owners and the other three (3) members shall be appointed by the DLC. The Operations Oversight Committee shall assist the Board of Directors concerning the operations of the AMLC, including the efficient investment in and deployment of information technology and data resources.

6.5.2 Unclaimed Royalties Oversight Committee. The Unclaimed Royalties Oversight Committee shall consist of ten (10) members. All ten (10) members will be selected by a majority of the Voting Members of the Board of Directors, however, five (5) must be musical copyright owners and the other five (5) shall be professional songwriters whose works are used in Covered Activities. The Unclaimed Royalties Oversight Committee shall establish policies necessary to undertake a fair distribution of unclaimed royalties.

6.5.3 Dispute Resolution Committee. The Dispute Resolution Committee shall consist of six (6) members. All six (6) members will be selected by a majority of the Voting Members of the Board of Directors, however, three (3) must be musical copyright owners and the other three (3) shall be professional songwriters. The Dispute Resolution Committee shall establish policies and procedures for copyright owners to address disputes related to ownership interests in musical works, which shall include a mechanism to hold disputed funds pending the resolution of the dispute.

6.5.4 Executive Committee. The Executive Committee shall consist of at least one (1) Voting Member of the Board of Directors and all of the officers as set out in these bylaws of the AMLC and such other members (Voting, Non-Voting or otherwise) as a majority of the Voting Members of the Board of Directors may appoint. Except as otherwise provided by law and in these by-laws, the Executive Committee may exercise all the powers of the Voting and Non-Voting Board of Directors and shall act in their stead between meetings of the Board of Directors. The Executive Committee shall assist with the day-to-day operations and decisions of the AMLC, including periodically review and implement strategies related to staff, salary, bonuses, if any, employee recruiting, personnel issues, benefit plans, insurance policies, vendor contracts, reimbursement policies and the like, all applicable to the AMLC general operations in furtherance of its purpose and duties. The Executive Committee shall report its actions to the full Board of Directors at the next meeting of the Board of Directors.

6.5.5 Finance Committee. The Finance Committee shall assist the Board of Directors in providing financial oversight for the AMLC, including budgeting, financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies of the AMLC, and shall annually review the AMLC's directors' and officers' indemnification insurance and make certain it is in force as well as assist with any required tax filings and AMLC any audits as needed from time to time.

6.5.6 Education Committee. The Education Committee shall assist the Board of Directors in promoting the awareness of the AMLC, its activities and information needs, and related education to all songwriters, song owners, music industry, digital service providers and all other interested parties.

6.5.7 Technology Committee. Technology Committee shall assist the Board of Directors in advising the AMLC on day-to-day, strategic, and cybersecurity technological issues related the AMLC and its vendors.

6.5.8 International Committee. International Committee will assist the Board of Directors and advise the AMLC with regard to various interests, concerns and impacts of the AMLC on songwriters, publishers, licensors, in territories outside the United States.

ARTICLE VII OFFICERS

7.1. Interim and Inaugural Officers, Election and Term Thereafter. Interim officers shall be installed for purposes of complying with the N-PCL with the approval of these bylaws by the Interim Board of Directors. It is the intent that after the formation of the AMLC, under the N-PCL, that the listed officers below shall have the authority to run the day-to-day operations of the AMLC immediately with the same duties and authorities as set out herein, until the Register and Librarian approve the AMLC as the sole authorized mechanical licensing collective under the MMA. If or when the Register and Librarian approve the AMLC as the sole authorized mechanical licensing collective under the MMA, "Inaugural" Officers will be installed and approved by a majority of the Voting Members of the Board of Directors. The interim, Inaugural and subsequent officers of the AMLC shall be the President, Secretary, Treasurer and such other officers as the majority of the Voting Members of the Board of Directors may elect. Unless otherwise provided in these by-laws or in the resolution of election or appointment of such officer or such officer's successor, each officer shall continue in office until the close of the Annual Meeting of the Board of Directors next following his or her election and until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal. Any officer may resign at any time by giving written notice to the President or Secretary, and the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed by a majority of the Voting Members of the

Board of Directors with or without cause, provided that such removal is not in material contravention of an employment agreement with the officer.

7.2. Officer, Powers and Duties. The powers and duties of the officers of the AMLC in the management of the affairs, property and business shall, subject to the control of the Board of Directors, all include duties incident to the applicable office, as from time to time assigned by a majority of the Voting Members of the Board of Directors, in addition to the following:

7.2.1 President. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees unless a majority of the Voting Members of the Board of Directors determines otherwise. He or she shall perform all the duties which pertain to the office of President and shall perform such other duties as from time to time may be assigned by a majority of the Voting Members of the Board of Directors. The President shall assign to all other officers and committee chairs such duties as may be necessary in addition to those specifically prescribed by the by-laws. In general the President shall be in charge of the operations, business, and property of the AMLC and maintain oversight of all of its activities; be responsible for implementing the policies established by the Board of Directors; provide liaison between the Board of Directors and the personnel of the AMLC (both paid and volunteer); report (in writing and/or in person) at each meeting of the Board of Directors and the Executive Committee at each on the activities of the AMLC; organize the administrative functions of the personnel of the AMLC and be responsible, within guidelines established by the Board of Directors, for selecting, hiring, controlling and discharging personnel and developing and maintaining personnel policies and practices; represent to the AMLC to the public and the professional communities; and perform any other duty within the express or implied terms of the Chief Executive Officer's duties under these by-laws and any employment agreement that may be necessary for the best interest of the AMLC. The "Interim President" of the AMLC shall be: Al Stahealy, until the Inaugural Board of Directors is installed and thereafter a majority of the Voting Members of the Board of Directors will choose the acting President.

7.2.4 Treasurer/CFO. The Treasurer/CFO, with the assistance of the President and any appointed CPA or CPA firm of the AMLC, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the AMLC, and shall deposit or cause to be deposited all monies, evidences of indebtedness and other valuable documents of the AMLC in the name and to the credit of the AMLC in such banks or depositories as the majority of the Voting Members of the Board of Directors may designate. At the Annual Meeting and whenever else required by the Board of Directors, the Treasurer/CFO shall render a statement of the AMLC's accounts. He or she shall at all reasonable times exhibit the AMLC's books and accounts to any officer or Director of the AMLC, and shall perform all duties incident to the position of Treasurer/CFO, subject to the control of the President and the majority of the Voting Members of the Board of Directors. The "Interim Treasurer/CFO" of the AMLC shall be: Rhonda Seegal, until the Inaugural Board of Directors is installed and thereafter a majority of the Voting Members of the Board of Directors will choose the acting Treasurer.

7.2.5 Secretary. The Secretary shall be responsible for the giving and serving of all notices of the AMLC and the recording all minutes of the meetings of the Board of Directors and the Executive Committee. He or she shall have charge of the corporate seal, if any, and shall perform such other duties as pertain to the office of Secretary. The "Interim Secretary" of the AMLC shall be: Rhonda Seegal, until the Inaugural Board of Directors is installed and thereafter a majority of the Voting Members of the Board of Directors will choose the acting Secretary

7.3 Other Officers or Agents. A majority of the Voting Members of the Board of Directors may appoint from time to time such additional officer or agents as it shall deem appropriate, each of whom shall hold office at the pleasure of the majority of the Voting Members of the Board of Directors, and shall have

such authority and perform such duties as the majority of the Voting Members of the Board of Directors may from time to time determine.

ARTICLE IX CONTRACTS, CHECKS AND NOTES

9.1 Contracts, etc. Unless the majority of the Voting Members of the Board of Directors shall otherwise specifically direct, all deeds, transfers, assignments, agreements, contracts, obligations and other instruments in writing requiring execution by the AMLC may be executed in the name of the AMLC by the President of the AMLC; provided however, any deeds, transfers, assignments, agreements, contracts, obligations and other instruments related to the AMLC in excess of Twenty Five Thousand Dollars (\$25,000) or longer than one (1) year must be executed by the President and approved by the majority of the Voting Members of the Board of Directors otherwise be designated by a majority of the Voting Members of the Board of Directors.

9.2 Checks and Notes. All checks, drafts, bills of exchange and promissory notes and other negotiable instruments of the AMLC may be signed by the President of the AMLC or as may otherwise be designated by the Board of Directors; provided however, any such checks, drafts, bills of exchange and promissory notes and other negotiable instruments of the AMLC in excess of Ten Thousand Dollars (\$10,000) must be signed by the President and the Treasurer, or as may otherwise be designated by the majority of the Voting Members of the Board of Directors.

ARTICLE X PURCHASE AND DISPOSITION OF REAL PROPERTY

10.1 Purchase of Real Property. The AMLC shall not purchase real property unless such purchase is authorized by the vote of a majority of the Voting Members of the Board of Directors.

10.2 Disposition of Real Property. The AMLC shall not sell, mortgage, lease, exchange, or otherwise dispose of its real property unless authorized by the vote of a majority of the Voting Members of the Board of Directors. Alternatively, the AMLC may obtain court approval to sell, lease, exchange or otherwise dispose of all or substantially all its assets in accordance with the N-PCL, or in lieu of obtaining court approval to sell, lease, exchange or otherwise dispose of all or substantially all of its assets, the AMLC may seek approval of the attorney general by verified petition in accordance with the N-PCL.

ARTICLE XI MANDATORY AUDIT OVERSIGHT

11.1 Audit Oversight. The Voting Members of the Board of Directors, or an audit committee designated by the majority of the Voting Members of the Board of Directors shall be comprised solely of Independent Directors (as defined below), and shall oversee the accounting and financial reporting processes of the AMLC and the audit of the AMLC's financial statements. "Independent Director" shall mean a Director who: (i) is not, and has not been within the last three (3) years, an employee of the AMLC or an affiliate of the AMLC, and does not have a relative who is, or has been within the last three (3) years, a Key Employee of the AMLC or an affiliate of the AMLC; (ii) has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than ten thousand (\$10,000) dollars in direct compensation from the AMLC or an affiliate of the AMLC (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation or stipend for service as a Director commensurate with other Directors); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the AMLC or an affiliate of

the AMLC for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenues. The Board of Directors or designated audit committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion, review the results of the audit and any related management letter with the independent auditor.

11.2 Additional Duties. The Board of Directors, or a designated audit committee of the Board of Directors comprised solely of Independent Directors, that in the prior fiscal year had or in the current fiscal year reasonably expects to have annual revenue in excess of one million (1,000,000) dollars shall, in addition to those duties set forth in Section 11.1 of these by-laws:

11.2.1 review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

11.2.2 upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the AMLC's accounting and financial reporting processes;

11.2.3 annually consider the performance and independence of the independent auditor; and

11.2.4 if the duties required by this section are performed by an audit committee, report on the committee's activities to the Board of Directors.

11.3 Implementation. The Board of Directors or designated audit committee of the Board of Directors chosen by a majority of the Voting Members of the Board of Directors shall oversee the adoption, implementation of, and compliance with any conflict of interest policy or whistleblower policy adopted by the AMLC if this function is not otherwise performed by another committee of the Board of Directors comprised solely of Independent Directors.

11.4 Controlled Corporations. If the AMLC controls a group of corporations, the Board of Directors or designated audit committee of the Board of Directors of the controlling corporation may perform the duties required by this section for one or more of the controlled corporations.

11.5 Voting. Only Independent Directors may participate in any Board of Directors or committee deliberations or voting relating to matters set forth in this article.

ARTICLE XII RELATED PARTY TRANSACTIONS

12.1 Procedures. The AMLC shall not enter into any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the AMLC or any affiliate of the AMLC is a participant unless the transaction is determined by the majority of the Voting Members of the Board of Directors Board of Directors to be fair, reasonable and in the AMLC's best interest at the time of such determination ("Related Party Transaction"). In accordance with the N-PCL, (i) any Director, officer or Key Employee of the AMLC or any affiliate of the AMLC; (ii) any relative of any Director, officer or Key Employee of the AMLC or any affiliate of the AMLC; or (iii) any entity in which any individual described in clauses (i) and (ii) of this article has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%) ("Related Party"), who has an interest in a Related Party Transaction shall disclose in

good faith to the Board of Directors, or an authorized committee, the material facts concerning such interest. With respect to any Related Party Transaction involving the AMLC and in which a Related Party has a substantial financial interest, the Board of Directors or an authorized committee shall:

12.1.1 Prior to entering into the transaction, consider alternative transactions to the extent available;

12.1.2 Approve the transaction by not less than a majority of the Voting Members of the Board of Directors or majority of the committee members present at the relevant meeting;

12.1.3. Disallow any Director who is a Related Party to be present during any vote or discussion involving the vote, but only after such Director has been allowed to prior present any relevant facts or data involving the Related Party Transaction; and

12.1.3 Contemporaneously document in writing the basis for the Board or authorized committee's approval, including its consideration of any alternative transactions.

ARTICLE XIII INDEMNITY

13. Indemnification of Directors, Officers and/or Committee Members. The AMLC shall indemnify each Director and officer (or, if deceased, his or her personal representatives), and the AMLC shall advance his or her expenses, in the manner and to the full extent authorized or permitted under the N-PCL, and, except as restricted by law, the AMLC may provide additional indemnification pursuant to agreement, actions of the Board of Directors, provision of these by-laws or otherwise. The right to be indemnified or to the advancement or reimbursement of expenses pursuant to these by-laws is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof or of any such resolution were set forth in a separate written contract between the AMLC and such person, and shall continue to exist after any rescission or restrictive modification hereof or of any such resolution with respect to events occurring prior thereto.

ARTICLE XIV CONFLICT OF INTEREST

14.1 Notice to the Board of Conflicts by any Director or Officer. A "Conflict of Interest" is defined as when an individual is an officer, director, trustee, owner (either as a sole proprietor or partner), shareholder or member with a five percent (5%) or greater interest in all outstanding voting or equity interests, employee or agent of any company or business venture (or any affiliate thereof) which has entered, or might reasonably in the future enter, into a relationship or a transaction with the AMLC. The individual shall disclose such relationship to the Board of Directors, or by written disclosure to the President promptly upon learning of the relationship between the AMLC and such other company or venture. At such times as any matter comes before the Board of Directors in such a way as to give rise to a Conflict of Interest, the affected individual shall make known the potential conflict and, after answering any questions posed by the other Directors, shall withdraw from the meeting for so long as the matter shall continue under discussion and shall abstain from all voting with respect to such matter; provided, however, that such individual may execute a written consent to such action if unanimity is required for such action to be authorized or vote for such action if the proposed action has received approval by a majority of the Voting Members of the Board of Directors not subject to such conflict and under the N-PCL or these by-laws such person's vote is required in order for the proposed action to be approved. The affected individual may be counted to establish a quorum for a meeting at which an action in which such individual has an interest is being considered. An

individual who is determined to have a Conflict of Interest shall not make any attempt to improperly influence the deliberation(s) or voting on the matter giving rise to the Conflict of Interest.

14.2 Determination. The Board of Directors or committee acting on a matter involving an actual or potential Conflict of Interest shall make a reasonable effort to establish and document the existence and fairness of the transaction or arrangement (the scope of such effort being determined by the size and circumstances of the transaction or arrangement), and shall indicate in the minutes of the meeting: (a) the names of any Directors, officers or Key Employees (as defined below) who might have a direct or indirect financial or other interest in the matter and the nature of their interest, (b) whether any interested Director, officer or Key Employee participated in the discussion of the merits of or the vote on the matter, (c) a resolution of the Conflict of Interest, (d) a summary of the terms and merits of the transaction or arrangement, and (e) a record of the vote on the matter. A Key Employee is any person who is in a position to exercise substantial influence over the affairs of the AMLC (“Key Employee”).

14.3 Procedure. When considering a transaction involving a Conflict of Interest, the AMLC shall follow the procedures of Section 12.1 (Related Party Transactions) of these by-laws for disclosing, addressing, and documenting the transaction.

14.4 Annual Disclosure. Prior to the election of any Inaugural Director, and annually thereafter, such Director shall complete, sign and submit to the Secretary of the AMLC a written statement identifying, to the best of the Director’s knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the AMLC has a relationship, and any transaction in which the AMLC is a participant and in which the Director might have a conflicting interest. The Director shall annually resubmit such written statement. The Secretary of the AMLC shall provide a copy of all completed statements to the chair of the audit committee or, if there is no audit committee, to the President and the Board of Directors.

ARTICLE XV WHISTLEBLOWER POLICY

15.1 Policy. No Director, officer, employee or volunteer of the AMLC who in good faith reports any action or suspected action taken by or within the AMLC that is illegal, fraudulent or in violation of any adopted policy of the AMLC shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences.

15.2 Procedure. The AMLC has an open-door policy and suggests that Directors, officers, employees, committee members, vendors and volunteers share their questions, concerns, suggestions or complaints with their supervisor or the President of the AMLC. If the person is not comfortable speaking with their supervisor or the individual is not satisfied with the supervisor’s response, the individual is encouraged to speak with a member of the Board of Directors. Board of Directors, officers and Key Employees are required to report complaints or concerns about suspected ethical and legal violations in writing to the AMLC’s President, or designated Director, who has the responsibility to investigate all reported complaints. Individuals with concerns or complaints may also submit their concerns in writing directly to the AMLC’s President or other designated person. The AMLC’s President, or other designated person, will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

15.3 Acting in Good Faith. Any person filing a written complaint concerning a violation or suspected violation of the AMLC must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which

prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

15.4 Confidentiality. Violations or suspected violations of the AMLC may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

15.5 Administration. An employee, officer or Director of the AMLC shall be designated to administer the whistleblower policy and to report to the audit committee or other committee of Independent Directors or, if there are no such committees, to the Board of Directors of the AMLC. A copy of the AMLC whistleblower policy shall be distributed to all Directors, officers, employees and to volunteers who provide substantial services to the AMLC.

ARTICLE XVI AMENDMENTS

16. Amendment. Except as otherwise required by Section 709 of the N-PCL or other provisions of applicable law, by these current by-laws provisions, the MMA or the Regs, Articles and Sections of these by-laws may be amended, added to or repealed by the vote of a majority of the Voting Members of the Board of Directors, provided written notice of the proposal to amend and a copy of the proposed amendment shall have been given to the Board of Directors at least ten (10) days prior to such meeting in accordance with the notice procedures set forth herein in Section 4.14.

APPENDIX A

List of AMLC Board of Directors

Voting Members

<u>10 Publishers/Administrators</u>	<u>Term(yrs)</u>
Henry Gradstein	3
John Barker	5
Jeff Price	5
Ricardo Ordonez	5
Lisa Klein Moberly	4
Brownlee Ferguson	5
Marti Cuevas	4
Joerge Evers	5
Wally Badarou	3
Maximo Aguirre	3

4 Professional Songwriters

Rick Carnes	4
Zoe Keating	3
Imogen Heap	3
Maria Schneider	4

3 Non-Voting Members (Observers)

David Wolfert - Songwriter Advocate (Music Answers) 3

TBD—Music Publisher Advocate 4

TBD – Digital License Coordinator (DLC)

SCHEDULE D
Select Endorsement Letters

AMERICAN MUSIC LICENSING COLLECTIVE (AMLC)

Support & Endorsement Statement

www.songrights.net


To Whom It May Concern,

We are aware of the new law, the Music Modernization Act (MMA), passed in the United States last year that calls for the formation of a Mechanical License Collective (MLC). We understand that the duties of the MLC will include issuing mechanical licenses to interactive streaming companies, collecting mechanical royalties from the licensed companies, and distributing the collected mechanical royalties to the proper rights holders.

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Signature

JURG EVERS

Name CIAM Vice President

20 MARCH 2019
Date

CIAM
Organization

CIAM is representing approximately 3,5 million musical creators of CISAC's music CMOs members worldwide.



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March 15th, 2019

A handwritten signature in black ink, appearing to read 'Shunichi Tokura', written over a series of horizontal wavy lines.

Shunichi Tokura
Chairman

Asia-Pacific Music Creators Alliance
APMA



3-6-12 Uehara, Shibuya-ku
Tokyo, JAPAN 151-8540

AMERICAN MUSIC LICENSING COLLECTIVE (AMLC)

Support & Endorsement Statement

www.songrights.net

To Whom It May Concern,

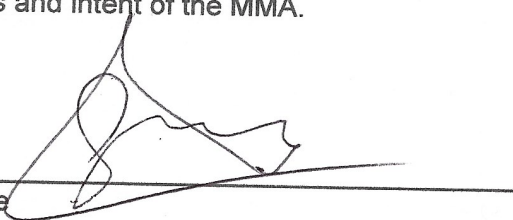
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Signature



Brendan Gallagher

Name

15.3.2019

Date

Writer Director APRA Board

Organization



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March 21, 2019

Signature

Date

Rick Carnes
President
Songwriters Guild of America

AMERICAN MUSIC LICENSING COLLECTIVE (AMLC)

Support & Endorsement Statement

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Alejandro Guarello
President

14th March 2019

Alianza Latinoamericana de Compositores
y Autores de Música
ALCAM



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Signature

Date

16/3-2019

Alfons Karabuda / President

ECSA
European Composer and Songwriter Alliance

The European Composer and Songwriter Alliance (ECSA) represents over 50,000 professional composers and songwriters in 27 European countries. With 58 member organizations across Europe, the Alliance speaks for the interests of music creators of art & classical music (contemporary), film & audiovisual music, as well as popular music.



Co-funded by the
Creative Europe Programme
of the European Union



March 20, 2019

American Music Licensing Collective (AMLC)
Support & Endorsement Statement
www.songrights.net

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With this in mind, and on behalf of our approximate collective membership of between 7500 to 8500 songwriters and composers, we hereby voice our support to the American Music Licensing Collective (AMLC) in their quest to form the MLC as we believe they are properly qualified and capable to accomplish the goals and intent of the MMA.

A handwritten signature in black ink, appearing to read "Marvin Dolgay", written over a horizontal line.

Signature

Marvin Dolgay, Co-Chair
Name

March 20, 2019
Date

Music Creators North America (MCNA)
Organization

The following Music Creators North America (MCNA) member organizations endorse the AMLC:

Songwriters Guild of America
Council of Music Creators
Songwriters Association of Canada
Screen Composers Guild of Canada

A QUIEN PUEDA INTERESAR

La Sociedad de Autores y Compositores de Colombia (SAYCO), es una Sociedad de Gestión Colectiva de Derechos de Autor, regida por las leyes de derecho de autor de la Republica de Colombia. Como tal representamos los derechos de Editores, Autores y Compositores en Colombia y alrededor del mundo. Nuestra función primordial es el recaudo del derecho patrimonial que se genera por el uso de las obras musicales representadas, la distribución de lo generado y la defensa de los derechos de nuestros afiliados.

Somos conscientes de la nueva ley "*Acta de Modernización de la Música (MMA)*", aprobada en los Estados Unidos el año pasado, que llama a la formación de una entidad de colección de derechos (MLC). Entendemos que las funciones de la MLC incluirá la emisión de licencias mecánicas a empresas de streaming interactivo, la recolección de las regalías mecánicas de las empresas licenciadas y la distribución de las regalías recaudadas a los titulares de los derechos apropiados.

También entendemos que la MLC se encargará de encontrar a los dueños de las composiciones para la distribución de regalías sin identificar, según lo dispuesto en la MMA. Creemos que las funciones de locación de las composiciones para los reales titulares y la asignación de las regalías sin identificar, requieren el más alto nivel de conocimientos técnicos y un proceso de equidad y transparencia con el fin de reducir el número de composiciones sin identificar y distribuir.

En este orden de ideas, es de nuestro especial interés manifestar que, en territorio americano (EEUU), nuestros intereses serán gestionados y representados ante la MLC, por la firma KJM DIGITAL CORP, Corporación con FEI 82-5231055, cuya dirección es 11700 SW 2 ST 201 PEMBROKE PINES, 33025, representada por Efrain A. Daza.

Según lo arriba expuesto, por este medio, damos nuestro completo apoyo a la American Music Licensing Collective (AMLC), en su búsqueda de formar la MLC, ya que creemos que son los mejores para lograr los objetivos e intenciones de la nueva Ley/MMA.

Cordial Saludo,


CESAR AUGUSTO AHUMADA AVENDAÑO
Gerente General

[www.sayco](http://www.sayco.org) **SAYCO**

Sociedad de Autores y Compositores de Colombia

Porque la canción que escuchas, cantas o bailas tiene un compositor.

Translation of the SAYCO letter in support of the AMLC

The Society of Authors and Composers of Colombia (SAYCO) is a Performing and Mechanical Rights Society governed by the copyright law of the Republic of Colombia. As such we represent the rights of Publishers, Authors and Composers in Colombia and around the world. Our primary duty is the collection of royalties generated by the use of the musical works represented, the distribution of the collected royalties and the defense of the rights of our members.

We are aware of the new law, the Music Modernization Act (MMA), passed in the United States last year that calls for the formation of a collection entity (MLC). We understand that the functions of the MLC include the issuing of mechanical licenses to interactive streaming companies, the collection of the mechanical royalties earned from the licensed companies and the distribution of the royalties collected to the holders of the appropriate rights.

We also understand that the MLC will be responsible for finding the owners of the compositions for the distribution of royalties without identification according to the provisions of the MMA. We believe that the functions of location of the compositions for the real copyright owners and the assignation of the unidentified royalties require the highest level of technical knowledge and a process of fairness and transparency in order to reduce the number of unidentified compositions.

Regarding these matters, it is our special interest to state that in the American territory (USA), our interests will be managed and represented before the MLC, by the firm KJM DIGITAL CORP., a corporation with FEI 82-5231055, whose address is 11700 SW 2 ST 201, PEMBROKE PINES, FL 33025, represented by Efrain A. Daza.

As stated above, by this means, we give our complete support to the American Music Licensing Collective (AMLC) in its goal to form the MLC because we believe they are the most capable to achieve the objectives and intentions of the new law MMA.



AMERICAN MUSIC LICENSING COLLECTIVE (AMLC)

Support & Endorsement Statement

www.songrights.net

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With this in mind, I hereby voice my support to the American Music Licensing Collective (AMLC) in their quest to form the MLC as I believe they are properly qualified and capable to accomplish the goals and intent of the MMA.


Signature

14th March 2019
Date

SAM MBENAE
Name
President

PACSA
Organization





SCGC

SCREEN COMPOSERS
GUILD OF CANADA

GUILDE DES COMPOSITEURS
CANADIENS DE MUSIQUE À L'IMAGE

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Sincerely,

Signature

John Welsman, President

Name

Signature

Marvin Dolgay, Chair

Name

March 15th 2019

Date

Screen Composers Guild of Canada

Organization

March 15th 2019

Date

Screen Composers Guild of Canada

Organization

musicanswers

March 20, 2019

United State Copyright Office
Library of Congress
Washington D.C.

To Whom It May Concern:

On behalf of the more than 3500 supporters of **musicanswers**, we write to endorse the application of the American Mechanical Licensing Collective (AMLC) to serve as the Mechanical Licensing Collective (MLC) established by the Music Modernization Act (MMA).

We believe the AMLC possesses the requisite experience, insight, and technical understanding and ability to carry out the duties of the MLC: to issue mechanical licenses to interactive streaming companies, collect mechanical royalties from the licensed companies, and distribute the collected mechanical royalties to the proper rights holders.

These functions require not only the highest level of technical and business expertise, but a commitment to both the fair and equitable distribution of royalties to copyright owners and to the necessary effort to find and pay the proper owners of "unmatched works," two of the primary roles of the MLC. Of the candidates for designation as MLC, the AMLC, alone, possesses these qualities.

For all the reasons stated above, we hereby lend our support to the American Music Licensing Collective (AMLC) in their quest to form the MLC. Should you have any questions, please do not hesitate to contact us.

Sincerely,
Phil Galdston, co-founder
David Wolfert, co-founder

phil.galdston@icloud.com
davidwolfert@gmail.com

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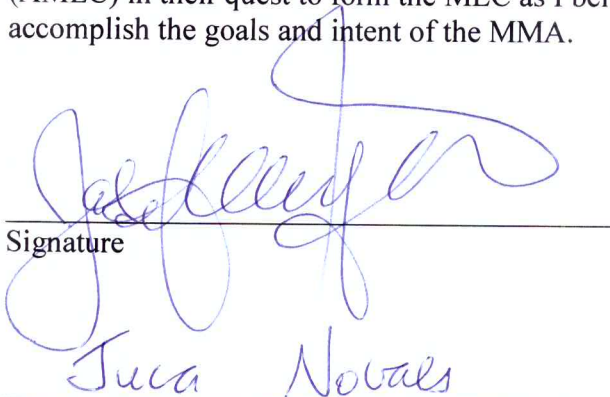
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Signature

Name

Date

Organization


Juca Novais

15/03/19
Abramus/Alcam

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Support & Endorsement Statement

www.songrights.net

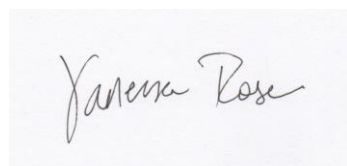
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Signature

Vanessa Rose

March 19, 2019

Date

American Composers Forum,
on behalf of 2,000 composer members
