

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA

Plaintiff,

v.

AMERICAN SOCIETY OF COMPOSERS,  
AUTHORS AND PUBLISHERS,

Defendant.

Supplemental to Case No. 41-1395 (DLC)

**DECLARATION OF KELSEY W. SHANNON IN SUPPORT OF UNITED STATES'  
UNOPPOSED MOTION TO ENTER PROPOSED  
SETTLEMENT AGREEMENT AND ORDER**

1. I am a trial attorney for the United States Department of Justice, Antitrust Division. I have personal knowledge of the facts set forth below. I make this Declaration in support of the United States' Unopposed Motion for Entry of the Proposed Settlement Agreement and Order.
2. Jay Cohen, counsel for ASCAP, has informed me that ASCAP does not oppose entry of the Proposed Settlement Agreement and Order.
3. In conjunction with colleagues, I have reviewed approximately 150 agreements between ASACP and its writer, composer and publisher members that contain terms designating ASCAP as the exclusive licensor of that member's musical works. These contracts each provided, in essentially identical terms, that the member granted to ASCAP "the exclusive right not only to license the public performance of all works I have written during my term of membership at ASCAP, but also those works that I will write or co-write during the term of my membership at ASCAP[.]"

4. Attached to this Declaration as [Exhibit A](#) is a true and correct copy of ASCAP's Writer Membership Agreement.

5. Attached to this Declaration as [Exhibit B](#) is a true and correct copy of ASCAP's Code of Business Conduct and Ethics for Directors.

I declare under penalty of perjury that the statements made in this Declaration are true and correct.

Executed on May 12, 2016

/s/Kelsey W. Shannon  
Kelsey W. Shannon

**CERTIFICATE OF SERVICE**

I certify that on May 12, 2016, the foregoing was electronically filed with the Clerk of Court using the CM/ECF system, which will send notification to all counsel of record in this matter who are registered with the Court's ECF system. I also served an electronic copy of the foregoing on the following counsel for Defendant American Society of Composers, Authors and Publishers, who have agreed to accept electronic service pursuant to Fed. R. Civ. P. 5(b)(2)(E):

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/s/ Kelsey W. Shannon  
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