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

NOTA MUSIC PUBLISHING, INC., et al.,
Plaintiffs,

vs.

Sirius Satellite Radio, INC.,
Defendant.

MASTER DOCKET
07 CV. 6307 (AKH)

**DECLARATION OF
JENNIFER M. VEITENGRUBER
IN SUPPORT OF PLAINTIFFS'
MOTION FOR A SECOND
DISTRIBUTION OF THE NET
SETTLEMENT FUNDS**

I, JENNIFER M. VEITENGRUBER, declare and state as follows:

1. I am a Director of Operations at Garden City Group, LLC (“GCG”). The following statements are based on my personal knowledge and information provided by other experienced GCG employees working under my supervision and, if called on to do so, I could and would be competent to testify thereto.

2. GCG was selected and engaged by the Parties and appointed by the Court in the above-captioned action (the “Action”) to serve as the Administrator as described in the Stipulation and Agreement of Settlement (the “Settlement Agreement”), and the August 26, 2011, Order Preliminarily Approving Settlement, Certifying the Settlement Classes, Approving the Proposed Notice to the Class and Scheduling Hearing for Final Approval (the “Order”).

1 3. Pursuant to the Court's Order for Distribution of the Net Settlement Funds dated
2 May 13, 2015 (the "Distribution Order"), GCG updated the distribution calculation to
3 accommodate the additional fees awarded by the Court at paragraph 5 of the Distribution Order.

4 4. On July 22, 2015, GCG issued settlement checks to the 1,943 class members whose
5 claims had been accepted as eligible. The distribution contained one (1) check that included an
6 additional payment of \$33.96 issued out of the Sound Recording Settlement Class reserve
7 following receipt of confirmation from the record label that the sound recording rights had
8 reverted to the artist. All settlement checks had a stale date of 90 days.

9 5. The settlement awards for 105 claimants were subject to statutory tax withholding,
10 and withholding payments totaling \$18,217.26 were made to the IRS following distribution of the
11 settlement awards to these claimants.

12 6. Any settlement checks that were returned to GCG by the U.S. Postal Service with a
13 forwarding address were promptly re-mailed using the updated address information.

14 7. Between September 2015 and December 2015, GCG conducted additional research
15 and outreach to claimants whose checks had not been cashed and were stale. This additional work
16 resulted in the reissue of over 50 unclaimed settlement awards totaling more than \$55,000.

17 8. GCG distributed 1,943 settlement awards from the Net Settlement Funds totaling
18 \$1,052,700.18, of which \$768,899.94 was paid out of the Net Musical Composition Settlement
19 Fund and \$283,800.24 was paid out of the Net Sound Recording Settlement Fund. GCG also
20 issued one (1) payment from the Sound Recording Settlement Class reserve totaling \$33.96.

21 9. Prior to distribution, the Net Musical Composition Settlement Fund, including the
22 \$25,000 musical composition reserve, totaled \$308,800.43. After payment to the Musical
23 Composition Settlement Class of the settlement awards described above totaling \$283,800.24, the
24 balance of the Net Musical Composition Settlement Fund stood at \$25,000.19.

25 10. Prior to distribution, the Net Sound Recording Settlement Fund, including the
26 \$25,000 sound recording reserve, totaled \$793,941.88. After payment to the Sound Recording
27

1 Settlement Class of the settlement awards described above totaling \$768,933.90, the balance of the
2 Net Sound Recording Settlement Fund stood at \$25,007.98.

3 11. Of the settlement awards issued pursuant to the Distribution Order, 303 were
4 uncashed or returned to GCG as undeliverable. These checks have been voided and the payments
5 returned to their respective settlement funds. The unclaimed payments total \$13,284.49, of which
6 \$10,086.55 relates to awards issued to the Musical Composition Settlement Class and \$3,197.94
7 relates to awards issued to the Sound Recording Settlement Class.

8 12. GCG did not receive a resolution of the dispute causing ten (10) Qualifying Sound
9 Recordings to be held out of the distribution.¹ As we have been unable to assign these sound
10 recordings, the corresponding funds in the sum of \$41.99 have been returned to the Sound
11 Recording Settlement Fund.

12 13. On April 11, 2016, GCG requested a refund from the IRS of withholding amounts
13 paid in respect of unclaimed settlement awards. As of the date of this Declaration, a refund has
14 not been received.

15 14. Since the date of the Order, the Settlement Funds have attracted interest totaling
16 \$0.62, of which \$0.34 can be attributed to the Musical Composition Settlement Class Fund and
17 \$0.28 can be attributed to the Sound Recording Settlement Class Fund.

18 15. GCG has received one (1) reissue request for a check in the amount of \$55.40 that
19 had previously been voided as stale. This check will be reissued alongside the proposed
20 supplemental distribution.

21 16. Including the additional amounts described above, the residual Net Musical
22 Composition Settlement Fund is \$35,031.68, and the residual Net Sound Recording Settlement
23 Fund is \$28,206.20.

24 **DISTRIBUTION OF RESIDUAL SETTLEMENT FUNDS**

25 17. GCG recommends that the residual settlement funds be distributed amongst those

26 _____
27 ¹ See ECF No. 62, ¶39, footnote.

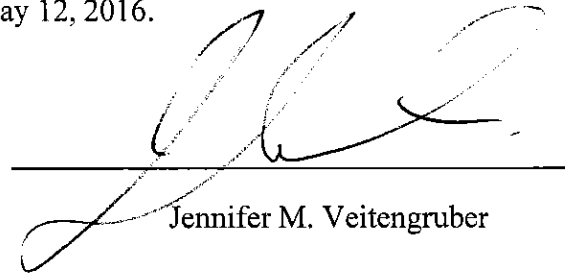
1 claimants who (a) cashed the settlement check issued to them pursuant to the Distribution Order,
2 and (b) whose pro rata share(s) of the residual settlement funds is greater than or equal to \$25.00.
3 This would result in supplemental settlement checks being issued to 298 claimants with a total
4 value of \$55,382.91.

5 18. Should the Court approve a supplemental distribution on the above basis, GCG
6 anticipates fees and out-of-pocket expenses of approximately \$7,500 to complete the supplemental
7 distribution. Accordingly, GCG requests approval of fees and out-of-pocket expenses of
8 \$7,854.97, being the balance of the residual settlement funds after deduction of the amounts to be
9 distributed, to complete the supplemental distribution and to finalize the administration of the
10 Settlement.

11 I declare, under penalty of perjury, that the foregoing is true and correct.

12 Executed in Seattle, Washington on May 12, 2016.

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Jennifer M. Veitengruber