UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

NOTA MUSIC PUBLISHING, INC., *et al.*	:	
Plaintiffs,	:	
-against-	:	07 CV 6307 (AKH)
SIRIUS SATELLITE RADIO INC.,	:	
Defendant.	:	

DECLARATION OF CHARLIE LEXTON, ESQ.
IN SUPPORT OF PLAINTIFFS' MOTION FOR DISTRIBUTION
OF THE NET SETTLEMENT FUNDS

I, Charlie Lexton, pursuant to 17 U.S.C. §1746, hereby declare as follows:

1. I am general counsel for Music and Entertainment Rights Licensing Independent Network B.V. ("Merlin"), a music rights licensing and protection organization.

2. Merlin is owned on a non-profit basis and represents the interests of a significant number of members of the Sound Recording Settlement Class (the "Merlin members").

3. I submit this declaration in support of Plaintiffs' Motion for Distribution of the Net Settlement Funds.

4. I represent the interests of the Merlin members and co-ordinated the preparation of an "omnibus" proof of claim on behalf of approximately 100 Merlin members. In preparing such proof of claim, Merlin undertook an extensive data matching process where we matched recordings owned by the Merlin members against recordings reported as played on Defendant Sirius Satellite Radio Inc.'s radio stations during the period covered by the settlement of this litigation.

5. As part of this process Merlin engaged the accountancy firm Deloitte to provide data processing services. The cost of these services was $13,100.00 (using the applicable exchange rate as at the date of invoice, which was denominated in Euro).

6. Such expenses are reflected in the books and records of Merlin. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

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

Executed on April 13th, 2015

Charlie Lexton