



December 23, 2005

BY HAND

United States Copyright Office
Library of Congress
Office of the General Counsel
James Madison Building, Room 407
First and Independence Avenue, SE,
Washington, D.C. 20559-6000

Re: Notice of Intent to Audit America Online, Inc.

To Whom It May Concern:

Pursuant to Subsection 262.6(c) of the Copyright Office's regulations, 37 C.F.R. § 262.6(c), SoundExchange, as the sole collective designated by the Copyright Office to collect and distribute the statutory royalties paid by eligible nonsubscription transmission services and new subscription services under 37 C.F.R. § 262.4(b)(1), hereby notifies the Copyright Office of its intent to audit the licensee America Online, Inc. ("AOL").

Pursuant to Copyright Office regulations, SoundExchange intends to audit AOL for the years 2002, 2003 and 2004 for both its subscription and nonsubscription transmissions. See 37 C.F.R. § 262.6(b) ("The Designated Agent may conduct a single audit of a Licensee . . . during any given calendar year, for *any or all of the prior 3 calendar years*") (emphasis added).

SoundExchange shall not commence its audit of AOL until the Copyright Office publishes this Notice of Intent to Audit in the Federal Register.

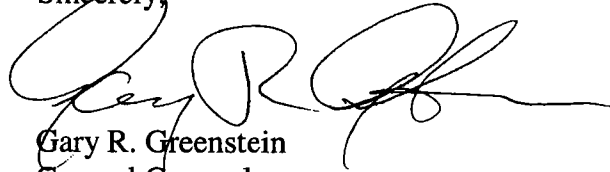
The audit shall be conducted by Royalty Review Council, located at 15456 Ventura Blvd., Suite 203, Sherman Oaks, CA 91403.

Pursuant to 37 C.F.R. § 262.6(c), a copy of this Notice of Intent to Audit is being served contemporaneously upon AOL.

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In the event the Copyright Office no longer has jurisdiction over this matter following enactment of the Copyright Royalty and Distribution Reform Act of 2004, SoundExchange is also serving a copy of this Notice of Intent to Audit upon the Copyright Royalty Board ("CRB"). This Notice has been served upon the Copyright Office, however, in light of the language in current regulations.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary R. Greenstein", written over a horizontal line.

Gary R. Greenstein
General Counsel

cc: Bill Wilson, Senior Vice President, AOL Programming, America Online, Inc.
(Via Facsimile and Federal Express)
Copyright Royalty Board