

20th of October 2013

JJW Music (ID: 2184)

care of JJW Music (ID: 2184)

Attn: Jessica Williams

Dear Royalty Manager,

This letter is to inform you that compulsory royalties under Section 115 of the United States Copyright Act are being reported to you on behalf of Google Inc. for **September 2013**.

RightsFlow by Google Inc. currently obtains mechanical licenses and pays mechanical royalties. The attached royalty statements may contain Statements of Account for one or more of the following licensees:

- Google Play** (see Statement of Account for service description)
- Limelight** (see Statement of Account for service description)
- Labels/Distributors** (see Statement of Account for service description)

Our proprietary "FLOW" system allows us to account and pay royalties quickly and accurately, ensuring that rights-holders are paid for the use of their work. The following payments/accruals are a summary of the publisher(s) & payee(s) provided for entities under your account. The attachments included will breakdown these payments/accruals further based on service as well as provide you a detailed statement:

Summary of Account Royalties for Period - September 2013

Publisher (white)/Payee (light gre	Opening Balance	Current Balance	Accrued	Reconciliation	Payment	Closing Balance	Payment Type	Thresh -hold
Payment for - Google Play Music All Access								
JJW Music	\$0.00	\$0.18	\$0.00	\$0.00	\$0.18	\$0.00		
JJW Music	\$0.00	\$0.18	\$0.00	\$0.00	\$0.18	\$0.00	Check	0.01

Please let us know how we can improve our service to you. We are here to make the royalty process more efficient in order to bring you more revenue.

Sincerely,

The Rightsflow Royalty
Department

In compliance with compulsory regulations, royalties are being paid out regardless of amount owed unless you have told us to hold royalties until a threshold has been met (review the 'Accrued Balance' below for reference if applicable). Please fill out the pay preference form included in this reporting or contact the Royalty Department at RightsFlow(rightsflow-royalties@google.com) if you prefer to set a payout threshold going forward.

JJW Music - (ID: 2184)
 Attn: **Jessica Williams**

Monthly Statement of Account under Compulsory License for Making and Distributing Phonorecords

Payee	Publisher	Current Unit	Opening	Current Balance	Accrued Balance	Reconciliation	Payment	Closing Balance
JJW Music	JJW Music	65.00	\$0.00	\$0.18	\$0.00	\$0.00	\$0.18	0.00
JJW Music	Payee Subtotal:	65.00	\$0.00	\$0.18	\$0.00	\$0.00	\$0.18	\$0.00
Grand Total:		65.00	\$0.00	\$0.18	\$0.00	\$0.00	\$0.18	\$0.00

Licensee: Google Play Music All Access

Address:
 1600 Amphitheatre Parkway
 Mountain View, CA 94043 USA

Track Level Detail: see enclosed track level report

"I certify that I have examined this Monthly Statement of Account and that all statements of fact contained herein are true, complete, and correct to the best of my knowledge, information, and belief, and are made in good faith."

By: 

Tom Pickett
 VP, Global Head of Content Operations

RightsFlow by Google Inc. is authorized to execute this Statement of Account on behalf of Licensee.

Publisher Calculation of Royalty Fee on Limited Downloads and On-Demand Streaming for September 2013

	Portable Tier	Limited Portable Tier	Non-Portable Tier	Streaming Only Tier	Ad Supported Tier
Net Revenue	\$3,082,204.34	\$0.00	\$0.00	\$0.00	\$0.00
Average # of Subscribers in the month	354,761.00	0.00	0.00	0.00	0.00
Unadjusted Total Plays	106,307,278.00	0.00	0.00	0.00	0.00
Unadjusted Per-Play Rate	0.00267070	0.00000000	0.00000000	0.00000000	0.00000000
Adjusted Total Plays of All Compositions	100,000,000.00	0.00	0.00	0.00	0.00
Adjusted Per-Play Rate	0.00283915	0.00000000	0.00000000	0.00000000	0.00
Royalty Pool	283,914.83	0.00	0.00	0.00	0.00
(A) Net Revenue Method					
Gross Revenue	\$3,082,204.34	\$0.00	\$0.00	\$0.00	\$0.00
Revenue Deductions	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Net Revenue	\$3,082,204.34	\$0.00	\$0.00	\$0.00	\$0.00
Revenue Share	10.50%	0.00%	0.00%	0.00%	0.00%
Adjusted Net Revenue applicable to	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
PRO Deduction	\$39,716.63	\$0.00	\$0.00	\$0.00	\$0.00
(A) Net Revenue Royalty Pool	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
(B1) Per Subscriber Method (With PRO Deduction)					
Total Average Subscribers	354,761	0	0	0	0
Rate Per Subscriber	\$0.80	\$0.00	\$0.00	\$0.00	\$0.00
Per Subscriber Royalty Pool	\$283,808.80	\$0.00	\$0.00	0.00	\$0.00
PRO Deduction	\$39,716.63	\$0.00	\$0.00	\$0.00	\$0.00
(B1) Adjusted Per Subscriber	\$244,092.17	\$0.00	\$0.00	\$0.00	\$0.00
(B2) Total Content Costs Method					
Amount Expensed For Sound	\$1,982,333.52	\$0.00	\$0.00	\$0.00	\$0.00
TCC Minimum Percentage	21.00%	0.00%	0.00%	0.00%	0.00%
TCC Royalty Pool	\$416,290.04	\$0.00	\$0.00	\$0.00	0.00
PRO Deduction	\$39,716.63	\$0.00	\$0.00	\$0.00	\$0.00
(B2) Adjusted TCC Royalty Pool	\$376,573.41	\$0.00	\$0.00	\$0.00	\$0.00
(B) Lesser of B1 and B2	\$244,092.17	\$0.00	\$0.00	\$0.00	\$0.00
(C) Per Subscriber Method (No PRO Deduction)					
Total Average Subscribers	354,761	0	0	0	0
Rate per Subscriber	\$0.50	\$0.00	\$0.00	\$0.00	\$0.00
(C) Per Subscriber Royalty Pool no	\$177,380.50	\$0.00	\$0.00	\$0.00	\$0.00

Compulsory Detailed Royalty Statement - JJW Music PAYABLE TO 'JJW Music'

Publisher	Song Title	Songwriters	Client	Label	Artist	Album	CatalogID	RoyaltyID	Config	Time	Rate	Share	Units	Royalty	Sale Date	Adv Dctn?
JJW Music	Spoken Softly		Google Play Music All Access	MAXJAZZ	Jessica Williams - Dance Diva	Live At Yoshi's Volume Two	2656817	9688460	SR	06:49	0.0028	100.00	1.40	0.0040	2013-09-30	N
JJW Music	Elbow Room		Google Play Music All Access	MAXJAZZ	Jessica Williams - Dance Diva	Live At Yoshi's Volume Two	8309704	9725493	SR	08:06	0.0028	100.00	1.80	0.0051	2013-09-30	N
JJW Music	Dear Gaylord		Google Play Music All Access	MAXJAZZ	Jessica Williams - Dance Diva	Live At Yoshi's Volume Two	9361539	9732500	SR	07:46	0.0028	100.00	1.60	0.0045	2013-09-30	N
JJW Music	Soldaji		Google Play Music All Access	MAXJAZZ	Jessica Williams - Dance Diva	Live At Yoshi's Volume Two	10445545	9739604	SR	05:16	0.0028	100.00	1.20	0.0034	2013-09-30	N
JJW Music	Toshiko		Google Play Music All Access	MAXJAZZ	Jessica Williams	All Alone	10879179	9742455	SR	03:52	0.0028	100.00	1.00	0.0028	2013-09-30	N
JJW Music	The Sheikh		Google Play Music All Access	MAXJAZZ	Jessica Williams	All Alone	12120877	9750707	SR	04:33	0.0028	100.00	1.00	0.0028	2013-09-30	N
JJW Music	Miles to Go		Google Play Music All Access	MAXJAZZ	Jessica Williams	This Side Up	18838474	9768562	SR	05:12	0.0028	100.00	3.60	0.0102	2013-09-30	N
JJW Music	Judge		Google Play Music All Access	MAXJAZZ	Jessica Williams	This Side Up	19835532	9768852	SR	06:41	0.0028	100.00	2.80	0.0079	2013-09-30	N
JJW Music	Off Blue		Google Play Music All Access	MAXJAZZ	Jessica Williams	This Side Up	25069391	9770365	SR	06:19	0.0028	100.00	2.80	0.0079	2013-09-30	N
JJW Music	Elbow Room		Google Play Music All Access	MAXJAZZ	Williams, Jessica	Jessica Williams Live at Yoshi's, Vol. 2	33849721	9773540	SR	08:06	0.0028	100.00	7.20	0.0204	2013-09-30	N
JJW Music	Toshiko		Google Play Music All Access	MAXJAZZ	Williams, Jessica	All Alone	34078176	9773675	SR	03:52	0.0028	100.00	1.00	0.0028	2013-09-30	N
JJW Music	Soldaji		Google Play Music All Access	MAXJAZZ	Williams, Jessica	Jessica Williams Live at Yoshi's, Vol. 2	34090286	9773677	SR	05:16	0.0028	100.00	4.80	0.0136	2013-09-30	N
JJW Music	Dear Gaylord		Google Play Music All Access	MAXJAZZ	Williams, Jessica	Jessica Williams Live at Yoshi's, Vol. 2	34134165	9773697	SR	07:45	0.0028	100.00	8.00	0.0227	2013-09-30	N
JJW Music	Spoken Softly		Google Play Music All Access	MAXJAZZ	Williams, Jessica	Jessica Williams Live at Yoshi's, Vol. 2	34215140	9773742	SR	06:49	0.0028	100.00	5.60	0.0159	2013-09-30	N
JJW Music	The Sheikh		Google Play Music All Access	MAXJAZZ	Jessica Williams, Williams, Jessica	All Alone	34369468	9773811	SR	04:33	0.0028	100.00	1.00	0.0028	2013-09-30	N
JJW Music	Diane		Google Play Music All Access	Origin Records	Jessica Williams	The Art of the Piano	893534	9676938	SR	07:17	0.0028	100.00	1.60	0.0045	2013-09-30	N

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Publisher	Song Title	Songwriters	Client	Label	Artist	Album	CatalogID	RoyaltyID	Config	Time	Rate	Share	Units	Royalty	Sale Date	Adv Ddctn?
JJW Music	The Seeker		Google Play Music All Access	Origin Records	Jessica Williams	Freedom Trane	2737907	9688985	SR	08:50	0.0028	100.00	3.60	0.0102	2013-09-30	N
JJW Music	Freedom Trane		Google Play Music All Access	Origin Records	Jessica Williams	Freedom Trane	7512547	9720173	SR	06:11	0.0028	100.00	1.40	0.0040	2013-09-30	N
JJW Music	Prophets		Google Play Music All Access	Origin Records	Jessica Williams	The Art of the Piano	10220916	9738106	SR	07:07	0.0028	100.00	1.60	0.0045	2013-09-30	N
JJW Music	Prayer and Meditation		Google Play Music All Access	Origin Records	Jessica Williams	Freedom Trane	10307864	9738698	SR	06:42	0.0028	100.00	1.40	0.0040	2013-09-30	N
JJW Music	Gail's Song		Google Play Music All Access	Origin Records	Jessica J Williams	Touch	11247976	9744914	SR	06:37	0.0028	100.00	1.40	0.0040	2013-09-30	N
JJW Music	Rosa Parks		Google Play Music All Access	Origin Records	Jessica J Williams	Touch	11630006	9747440	SR	05:16	0.0028	100.00	2.40	0.0068	2013-09-30	N
JJW Music	Soldaji		Google Play Music All Access	Origin Records	Jessica J Williams	Touch	14337906	9765140	SR	07:11	0.0028	100.00	6.40	0.0182	2013-09-30	N
Totals:													64.60	\$0.18		