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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WITHERS BROADCASTING COMPANY OF
ILLINOIS, LLC ET AL.,

Petitioners,

v.

BROADCAST MUSIC, INC.,

Respondent.

No. 10 Civ. 4779 (LLS)

Related to *United States v.
Broadcast Music, Inc.*, 64 Civ.
3787 (LLS)

FINAL ORDER

Pursuant to Section XIV of the Consent Decree, as amended, in *United States v. Broadcast Music, Inc.*, 64 Civ. 3787; and Petitioners Withers Broadcasting Company of Illinois, LLC et al., (collectively, "Petitioners") and respondent Broadcast Music, Inc. (BMI), having entered into a settlement agreement in this proceeding resulting in negotiated and agreed-upon forms of BMI music performing rights license agreements; and Petitioners and BMI having agreed that such forms of license agreements lawfully may be entered into by each party to this proceeding; and Petitioners and BMI having consented to the entry of this Order to carry out the agreements they have reached; and notice of the settlement of this proceeding having been given to the United States of America and to all "Bound Stations" as defined in Paragraph 2 below,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. The form of the BMI 2010 Radio Station License Agreement (and its annexed exhibits), attached hereto as Exhibit A, and the BMI 2010 Radio Group Transmissions License Agreement (and its annexed exhibits), attached hereto as Exhibit B (together, the "2010 Licenses"), covering the period January 1, 2010 through December 31, 2016 (the "License Period"), and the final license fees and terms of BMI licenses for the period from January 1, 2010 through December 31, 2016, are as agreed to by the parties. The license fees set forth in

the 2010 Licenses are reasonable and non-discriminatory for the License Period and comply with the terms of the BMI Consent Decree.

2. BMI shall provide the BMI 2010 Radio Station License Agreement and, as applicable, the BMI 2010 Radio Group Transmissions License Agreement to each Petitioner or other radio station owner that has agreed to be bound by the outcome of this proceeding or negotiations on behalf of Petitioners by the Radio Music License Committee (RMLC) (collectively, the "Bound Stations"), together with a copy of this Order, so that they shall be received by the Bound Stations no later than September 30, 2012. Each Bound Station shall be deemed licensed under the BMI 2010 Radio Station License Agreement or the BMI 2010 Radio Group Transmissions License Agreement and bound by the terms of this Order. Each Bound Station shall sign and return its 2010 License to BMI at its offices at 7 World Trade Center, 250 Greenwich Street, New York, NY, within 90 days of receipt of the License by the Bound Station. If any Bound Station fails to return the 2010 License(s) within 90 days, said Bound Station shall be nonetheless deemed to have elected to be licensed under the blanket license(s) as set forth in the 2010 License(s) as if the license(s) had been signed. Attached hereto as Exhibit C is a list of the Bound Stations. BMI and Petitioners may, by agreement, amend or supplement the list attached as Exhibit C. In the event of a conflict between the description of Bound Stations set forth in this Order and the attached list, this Order shall govern.

3. Each Bound Station's license fee shall be determined in accordance with the provisions of the BMI 2010 Radio Station License Agreement or the BMI 2010 Radio Group Transmissions License Agreement. In addition, the parties have agreed that a \$70.5 million fee reduction shall be allocated in the manner set forth in Exhibit A to the BMI 2010 Radio Station

License Agreement. The Court finds this to be an equitable and reasonable methodology for allocating the fee reduction.

4. Entry of this Order is without prejudice to any arguments or positions the Petitioners or any other commercial radio station, commercial radio station owner, or BMI may assert in any future proceeding to determine what constitutes reasonable blanket license or program-period license fees for commercial radio stations or commercial radio station owners; the terms of such licenses; the methodology for calculating the license fees; or the reasonableness of the structure of the licenses or license fees, for the period beginning January 1, 2017 or anytime thereafter.

5. In connection with administration of the Licenses, some 9,763 radio stations are either represented by the RMLC directly or have otherwise agreed to be bound by the licenses negotiated by the RMLC. The RMLC has incurred and will incur costs in connection with the administration of the Licenses and the RMLC's ongoing representation of radio stations in regard to music performance licenses. To fairly and equitably distribute among all radio stations operating under and benefiting from the Licenses the costs of administration of the Licenses and the RMLC's ongoing representation of the radio industry in regard to music performance licenses, each station licensed pursuant to the BMI 2010 Radio Station License shall pay to the RMLC, beginning with calendar year 2012, on presentation of a statement from the RMLC in conformity with this Order:

(i) \$12 per year if the station's annualized broadcast license fees due to BMI are less than \$6,500;

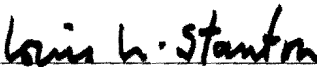
(ii) \$120 per year if the station's annualized broadcast license fees due to BMI are at least \$6,500 and less than \$20,000; and

(iii) \$510 per year if the station's annualized broadcast license fees due to BMI are \$20,000 or more.

Such payments as provided herein shall be made to the RMLC by September 30 of each calendar year. The BMI licensee as of June 1 of each calendar year shall be responsible for payments to the RMLC for that calendar year. The RMLC may impose a late payment charge of 1% per month from the date the payment was due on any payment that is received by the RMLC after the date payment was due, and the RMLC may further assess stations for the full amount of costs incurred by the RMLC in connection with collecting such amounts.

6. The Court retains continuing jurisdiction over this proceeding for the purpose of enforcing this Order and the terms, conditions, and obligations of the BMI 2010 Radio Station License Agreement and the BMI 2010 Radio Group Transmissions License Agreement.

Dated: August 28, 2012
New York, New York



LOUIS L. STANTON
United States District Judge