



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

BROADCAST MUSIC, INC., : Related to *United States v Broadcast Music, Inc.*, 64 Civ 3787 (LLS)
Petitioner, 07 Civ 2564 (LLS)

-against-

FINAL FEE ORDER

CROMWELL GROUP, et al.,

Respondents.

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Applicants The Cromwell Group, et al. ("Applicants"), whose radio stations are indicated on a list attached hereto as Schedule A, having requested, pursuant to Section XIV of the Consent Decree herein, as amended, licenses for music performing rights from defendant Broadcast Music, Inc. ("BMI") for the period commencing January 1, 2007 in the case of broadcast rights and September 9, 2005 in the case of digital radio multicast broadcast rights; and Applicants and BMI having entered into an agreement to extend the current BMI broadcast licenses and to provide licenses for additional rights, and Applicants and BMI having agreed that such forms of license agreement may be entered into lawfully by each party to this proceeding; and Applicants 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 Order having been given to the United States of America,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. The form of the BMI-07 Radio Station Blanket/Per Program License Extension Agreement (and annexed exhibits), appended hereto as Exhibit 1 (herein the "BMI-07

License Extension”), covering the period January 1, 2007 through December 31, 2009 (the “Current License Period”), is as agreed to by Applicants and BMI.

2. BMI shall mail said form of the BMI-07 Radio Station Blanket/Per Program License Extension to each Applicant or other radio station owner that has agreed to be bound by the outcome of this proceeding or negotiations on behalf of Applicants by the Radio Music License Committee (“RMLC”) (collectively “Bound Stations”), together with a copy of this Order, so that the form shall be received by the Bound Stations no later than 30 days after the entry of this Order. In addition, stations that were sent the BMI-07 License Extension and have paid the newly allocated rate under the BMI-07 License Extension no later than 30 days after receipt of the BMI-07 License Extension are also Bound Stations. Each Bound Station shall be deemed licensed under the BMI-07 License Extension and be bound by the terms of this Order. Each Bound Station shall sign and return the BMI-07 Radio Station Blanket/Per Program License Extension to BMI at its office at 10 Music Square East, Nashville, Tennessee 37203, attn. Media Licensing within 120 days of receipt of the BMI-07 Radio Station Blanket/Per Program License Extension by said Station. If any Bound Station fails to return the BMI-07 Radio Station Blanket/Per Program License Extension within 120 days, said Bound Station shall be nonetheless deemed to have elected to be licensed under the form of the license under which it operated as of March 1, 2007, or if it was not licensed by BMI as of March 1, 2007, the blanket license as if the license had been signed. A list of stations whose owners (including permitted assigns, predecessors and successors in interest) are Bound Stations, in addition to the Applicants, is indicated on Schedule A attached hereto. BMI and Applicants may, by agreement, amend or supplement this list. In the event of a conflict between the definition of Bound Stations contained in this Order and the attached list, the definition shall govern.

3. Each Bound Station's share of the aggregate industry-wide BMI-07 Radio Station License fees for over the air (including digital broadcast) and internet radio during the Current License Period shall be determined in accordance with the provisions of the license fee allocation formula, developed by the Applicants, attached as Exhibit B to the BMI-07 License Extension, and said formula allocates industry-wide license fees owing and due pursuant to the BMI-07 License Extension in a reasonably equitable manner among the Bound Stations.

4. Entry of this Order is without prejudice to any arguments or positions the Applicants or any other commercial radio station or BMI may assert in any future rate proceedings concerning any period after December 31, 2009 in regard to the reasonableness of the level of license fees for radio station public performing right licenses, the methodology for calculating license fees or the structure of said license fees.

5. In connection with the determination of final fees for any subsequent period, for local commercial radio stations, or any other user of BMI music, no party will argue that the parties' agreement to the allocation of the fees to any particular year should be considered.

6. In connection with the administration of the Licenses, the RMLC directly represents approximately 5,536 radio stations, and an additional approximately 4,221 stations have agreed to be bound by the licenses negotiated by the RMLC. An additional number of stations have paid the 2007 fees as allocated by the RMLC. Under the terms of the Licenses, the RMLC is responsible for the allocation of industry-wide fees among individual stations pursuant to a methodology developed, and which will be administered, 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 Licenses shall pay to the RMLC, on presentation of a statement from the RMLC in conformity with this Order: (i) \$12 per year if the station's annual broadcast licenses fees due to BMI are less than \$6,500; (ii) \$120 per year if the station's annual 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 annual broadcast license fees due to BMI are \$20,000 or more. Such payments as provided herein shall be made to the RMLC by June 30 of each calendar year. 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 RMLC after the date payment was due and RMLC may further assess stations for the full amount of costs incurred by the RMLC in connection with collecting such amounts.

7. The Court retains continuing jurisdiction over this proceeding for the purpose of enforcing this Order and the terms, conditions and obligations of the BMI-07 Radio Station Blanket/Per Program License Extension.

SO ORDERED.

Louis L. Stanton

United States District Judge

Dated: May 18, 2007