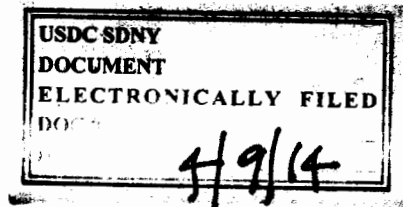


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



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In re XM SATELLITE RADIO COPYRIGHT LITIGATION

MASTER DOCKET  
06 Civ. 3733 (LAK)

This Document Relates to: 07 Civ. 4682 (LAK)  
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~~PROPOSED~~ **ORDER FOR DISTRIBUTION OF  
THE NET SETTLEMENT FUNDS**

WHEREAS, the Court previously granted final approval of the Stipulation and Agreement of Settlement (“Settlement”) [Master Docket No. 123];

WHEREAS, Plaintiffs have filed a Motion for Distribution of The Net Settlement Funds (“Distribution Motion”) [Docket No. 125];

WHEREAS, notice of the Distribution Motion was provided to members of the Sound Recording Settlement Class and Musical Composition Settlement Class (“Classes”) by publication on the Settlement website;

WHEREAS, the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED:**

1. The Court approves the administrative determinations by the Court-appointed Settlement Administrator, The Garden City Group (“Garden City”) concerning Proofs of Claim submitted by members of the Classes as set forth in the Declaration of Jennifer M. Keough In Support of Plaintiffs’ Motion For Distribution of the Settlement Funds (“Keough Declaration”) submitted in connection with the Distribution Motion.

2. The Court finds that the determinations by Garden City with respect to Class members’ Proofs of Claim and the distribution of the Net Settlement Funds based on Garden

City's calculations and determinations are all fair, reasonable and adequate to the Classes and are hereby approved.

3. Accordingly, the Court hereby directs the distribution of the Net Sound Recording Settlement Fund and the Net Musical Composition Settlement Fund, after a reserve fund of \$25,000 for each such net settlement fund, to the members of the Classes who have submitted claims which Garden City has determined to be eligible to share in the net settlement proceeds and in such amounts as set forth in the Keough Declaration. *Id.*

4. The Court authorizes payment of Garden City's outstanding fees and expenses in the amount of \$322,222.26. The Court further authorizes up to an additional \$27,085.64 in fees and expenses to Garden City, which Garden City estimates it will invoice as a result of effecting the distribution of the Net Settlement Funds pursuant to this Order.

5. The Court authorizes a payment of \$21,600 from the Sound Recording Settlement Fund to Merlin for its out-of-pocket expenses incurred as a result of its preparation of an omnibus proof of claim on behalf of its members who are members of the Sound Recording Settlement Class.

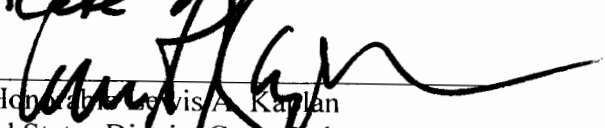
6. The Court hereby bars any further claims against the Net Settlement Funds.

7. Class Counsel and the Settlement Administrator are directed to execute this Order and shall not be liable to Class members for any reason in executing and complying with this Order.

IT IS SO ORDERED.

DATED: 4/9, 2014

8. The Clerk shall forward to the Court, DT 126, which is disposed of by this Order, and close the case.

  
The Honorable Lewis A. Kaplan  
United States District Court Judge