

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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MEREDITH CORPORATION, et al.	:	Case No. 09 Civ. 9177 (PAE)
	:	
v.	:	<b>DECLARATION OF WILL</b>
	:	<b>HOYT IN SUPPORT OF</b>
SESAC, LLC, et al.	:	<b>CLASS COUNSEL’S MOTION</b>
	:	<b>FOR AWARD OF ATTORNEY’S</b>
	:	<b>FEES AND EXPENSES</b>

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I, Willard Hoyt, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the Executive Director of the Television Music License Committee, LLC (the “TMLC”), a position I have held since June 2002. I served as an industry representative on the TMLC from 1987 to 1995, and was its Chairman from 1992 to 1995. Prior to becoming Executive Director, I was an executive at Nationwide Communications, Inc., a group broadcast owner with investments in television stations, radio stations and cable systems. I submit this Declaration in support of Class Counsel’s Motion for Award of Attorney’s Fees and Expenses.

2. The TMLC is a non-profit tax-exempt organization under Section 501(c)(6) of Title 26 of the United States Code. The TMLC was formed to represent the mutual interests of U.S. local, full power commercial television stations to procure copyright music performance licenses from the major performance rights organizations (“PROs”) representing television composers and publishers, namely, American Society of Composers, Authors and Publishers (“ASCAP”), Broadcast Music, Inc. (“BMI”), and SESAC.

3. As Executive Director, my primary responsibilities include overseeing the TMLC’s day-to-day operations and finances. This includes, among other duties, the solicitation and receipt of contributions to the TMLC from member local television stations as well as the

review and payment of all the TMLC's major expenditures. I also participate in the negotiation of license fees and terms with the PROs, including, periodically, SESAC. As part of my responsibilities, I also have supervised the work of Class Counsel, Weil, Gotshal & Manges LLP ("Weil"), and the work of third parties (*e.g.*, economic expert consultants) during the course of this matter, including review of all their invoices.

4. To fund its operations and perform its objectives, including any necessary litigation against the PROs, the TMLC solicits voluntary contributions from local television stations and, on occasion, makes special assessment requests. The TMLC made special assessment requests in 2012 and 2013 in order to help fund this antitrust litigation against SESAC. Member stations were recently notified that there will be no special assessment request in 2014 if the Court grants this request for an award of attorney fees and expenses. Absent the requested award, the TMLC will not be reimbursed for the substantial expenses it has incurred and paid already, and, going forward, will be in the precarious financial position of having to seek very significant additional contributions from local stations to pay for the substantial expenses incurred and still owing from this lawsuit, primarily to Weil.

5. The TMLC negotiated with SESAC collectively on behalf of local television stations from 1995 to 2007, when SESAC stopped dealing with the TMLC on an industry-wide basis. Since that point, operators of local television stations have had to deal with SESAC individually.

6. In 2007 and 2008, the TMLC worked with local television industry representatives, Weil, and economic expert Professor Adam Jaffe to urge the DOJ to bring an enforcement action against SESAC for the same licensing practices that have been the subject of

this litigation. This effort was, in part, driven by a desire to avoid the significant potential costs of having to fund the prosecution of a private antitrust lawsuit against SESAC.

7. In the second half of 2008, the DOJ decided not to bring an enforcement action against SESAC. As a result, the TMLC and the Plaintiffs engaged Weil to bring a private antitrust lawsuit against SESAC. In 2009, the TMLC member stations voted to approve the TMLC funding of an antitrust class action lawsuit against SESAC on behalf of local television stations. The TMLC has financially backed this litigation with funds voluntarily contributed by member stations, all of which (except any that might opt out) will participate in the class action settlement.

8. As more fully described in the Declaration of R. Bruce Rich, the TMLC reached a fee accommodation with Weil in relation to Weil's handling of this litigation. In exchange for that accommodation, the TMLC agreed that it would pay Weil additional compensation to that agreed upon, should there be a favorable resolution of the litigation. Based on the terms of the proposed class action settlement, the TMLC has agreed to pay \$1 million in additional compensation to Weil beyond its billings under the existing discounted fee arrangement.

9. In addition, during the course of this litigation, Weil agreed to carry payments on what became significant levels of billings, given the TMLC's cash flow circumstances.

10. From January 1, 2009 through September 30, 2014, the TMLC incurred a total of \$16,116,763 in legal fees, consulting fees and other expenses in connection with this lawsuit.<sup>1</sup> When accounting for all costs related to antitrust actions against SESAC going back to 2007,

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<sup>1</sup> The financial information contained in this Declaration is based on the TMLC's audited financial statements and other accounting records of the TMLC, which are regularly kept in the ordinary course of business.

including work to petition the DOJ that carried over to this lawsuit, the TMLC has incurred \$16,440,746 in legal fees, consulting fees and other expenses related to this matter.

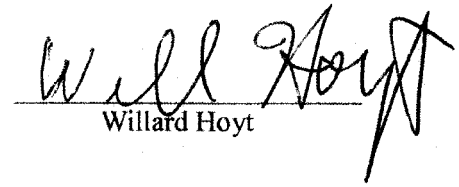
11. From January 1, 2009 through September 30, 2014, the costs incurred by the TMLC in financing this private lawsuit comprised:

- Weil's fees (\$11,891,751) and expenses (\$997,348);
- fees and expenses billed by consultants that were retained as merits and class certification testifying and non-testifying expert witnesses (\$2,006,080);
- e-discovery expenses in connection with the collection, hosting, and review of documents (\$851,221);
- legal fees and expenses of separate counsel the TMLC agreed to pay for representing absent class member stations complying with discovery pursuant to subpoenas issued by SESAC (\$348,507); and
- travel expenses incurred by Plaintiffs and TMLC members for this case for, among other things, attending depositions that SESAC took of them and negotiation or mediation sessions with SESAC (\$21,856).

12. Despite having made special assessment requests to member stations beyond normal funding request levels, the monies collected by the TMLC have not kept pace with the costs of this litigation and the other projects supported by the TMLC. The TMLC owes \$7,818,297 to Weil for its billed work on this matter for the period January 1, 2009 through September 30, 2014.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: Columbus, Ohio  
November 20, 2014

  
Willard Hoyt