

EXHIBIT C

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

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ELECTRONICALLY FILED
DOC #:
DATE FILED: 10/31/14

MEREDITH CORPORATION, et al. :

v. :

SESAC, LLC, et al. :

Case No. 09 Civ. 9177 (PAE)

~~REDACTED~~ PRELIMINARY APPROVAL ORDER

WHEREAS, the Court has considered the Settlement Agreement, including its Exhibits, dated October 14, 2014, among the Named Plaintiffs, third party Television Music License Committee, LLC ("TMLC"), and Defendant SESAC, LLC ("SESAC"), which sets forth the terms and conditions for a proposed class action settlement and resolution of this lawsuit;

WHEREAS, the Court has considered the Settlement Agreement, the Motion for Preliminary Approval, the Memorandum of Law filed in support thereof, and all other papers submitted in connection therewith; and

NOW, THEREFORE, IT IS HEREBY ORDERED AND DECREED as follows:

1. This Preliminary Approval Order incorporates by reference the definitions in the Settlement Agreement, and all terms that are not defined herein shall have the same meanings as set forth in the Settlement Agreement.
2. The Court has subject matter and personal jurisdiction over the Named Plaintiffs, all members of the Settlement Class provisionally certified below, SESAC, and the TMLC.
3. The Court grants leave to file the proposed Second Amended Class Action Complaint, attached as Exhibit B to the Settlement Agreement. The Second Amended Class Action Complaint shall be deemed filed as of the date of this Preliminary Approval Order.

4. The Court preliminarily approves the Settlement Agreement, including the Plan of Allocation contained therein, as within the range of a fair, reasonable, and adequate settlement within the meaning of Federal Rule of Civil Procedure 23 and applicable law, and consistent with due process.
5. Based on and pursuant to the class action criteria of Federal Rule of Civil Procedure 23, the Court provisionally certifies, for settlement purposes only, a Settlement Class consisting of:

All owners of full-power local commercial television stations in the United States and its territories (including Puerto Rico) that obtained licenses from Defendant during the period from January 1, 2008 to the date of this Preliminary Approval Order, including those owned and operated by the ABC and CBS television networks as well as NBCUniversal Media, LLC, but excluding local television stations that are owned and operated by the Univision and Telefutera (now known as UniMas) networks.
6. In the event of termination of the Settlement Agreement, the Named Plaintiffs and SESAC shall return to the status quo ante.
7. The Court finds and concludes that the Named Plaintiffs will fairly and adequately represent and protect the interests of the Settlement Class, and appoints them to serve as the representatives of the Settlement Class. Based on and pursuant to the criteria of Federal Rule of Civil Procedure 23(g), the Court appoints the law firm of Weil, Gotshal & Manges LLP to serve as Class Counsel.
8. The Court approves the proposed Settlement Class Notice, attached to the Settlement Agreement as Exhibit E, and the plan for disseminating the Settlement Class Notice, as set

forth in the Settlement Agreement and described in the Memorandum of Law, based on individual notice via direct regular mail and email sent by the TMLC and publication notice via the TMLC website within five (5) days of the entry of this Preliminary Approval Order. The Court concludes that such notice: (a) is the best notice that is practicable under the circumstances, and is reasonably calculated to reach the members of the Settlement Class that would be bound by the Settlement Agreement and to apprise them of this lawsuit, the terms and conditions of the Settlement Agreement, their right to opt out and be excluded from the Settlement Class, and their right to object to the Settlement Agreement; and (b) meets the requirements of Federal Rule of Civil Procedure 23 and due process.

9. Any member of the Settlement Class that does not wish to participate in the Settlement Class shall have until thirty-five (35) days after the TMLC disseminates the Settlement Class Notice to submit a request to be excluded from the Settlement Class, subject to the other requirements explained in the Settlement Class Notice. Any member of the Settlement Class that does not submit a request for exclusion shall have until thirty-five (35) days after the TMLC disseminates the Settlement Class Notice to submit an objection to the Settlement Agreement, the Plan of Allocation, or Class Counsel's request for attorney's fees and expenses, subject to the other requirements explained in the Settlement Class Notice.
10. No later than twenty (20) days after the date of this Preliminary Approval Order, Class Counsel shall file any motion for attorney's fees and expenses.
11. No later than fourteen (14) days after the time to submit a request to be excluded from the Settlement Class or to submit an objection, all motions and supporting papers shall be filed seeking the Court's final approval of the Settlement Agreement, the Plan of Allocation, and any request for attorney's fees and expenses.

12. Class Counsel will provide notice of any motions described in Paragraphs 10 and 11 of this Preliminary Approval Order to members of the Settlement Class by causing all such motions and supporting papers to be posted on the TMLC's website contemporaneously with their public filing with the Court.
13. The Court will hold a final approval hearing at 11 o'clock on March 13, 2015, at the Courthouse for the United States District Court for the Southern District of New York, 40 Foley Square, New York, NY 10007. At that final approval hearing, the Court will conduct an inquiry as it deems appropriate into the fairness, reasonableness, and adequacy of the Settlement Agreement, address any objections to it, and determine whether the Settlement Agreement and the Plan of Allocation should be finally approved, whether final judgment should be entered thereon, and whether to approve any motion for attorney's fees or expenses.

IT IS SO ORDERED.

DATED: 10/31/14

Paul A. Engelmayer

THE HONORABLE PAUL A. ENGELMAYER

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK