

**NOTICE OF HEARING TO APPROVE CLASS COUNSEL FEES, TAXES AND
DISBURSEMENTS IN THE CANADIAN CLASS ACTION SETTLEMENT
RESPECTING UNPAID MECHANICAL AND VIDEO ROYALTIES**

PLEASE READ THIS NOTICE CAREFULLY. IT MAY AFFECT YOUR LEGAL RIGHTS

I. THE PURPOSE OF THIS NOTICE

As indicated in a previous notice to the class, the settlement agreements reached in this matter which conclude the litigation in its entirety were approved by the Ontario Superior Court of Justice on May 30, 2011. The purpose of this notice is to advise that on October 27, 2011 at 9:00am the Ontario Superior Court of Justice will be asked to approve the request of Class Counsel for payment of their fees, applicable taxes and disbursements from the Settlement Fund.

II. THE SETTLEMENT FUND

As required by the Settlement Agreement and the Settlement Approval Order, the defendants have delivered their "First Reports" respecting the unlicensed works at issue and have made payment of their respective settlement amounts into the Settlement Trust. Pursuant to the terms of the Settlement Trust, adjustments were made to the settlement payments of each defendant record company to reflect actual payments made to the correct rightsholders between the date the settlement agreements were entered into and the date on which payments were required to be made into the Settlement Trust. The defendants have paid or will imminently pay an adjusted total of \$46,688,805.91 into the Settlement Trust. Future amounts will also be paid into the Settlement Trust as required under the Settlement Agreements.

III. CLASS COUNSEL AND THE REQUEST FOR PAYMENT OF CLASS COUNSEL FEES, APPLICABLE TAXES AND DISBURSEMENTS

The law firms of Harrison Pensa^{LLP} and Bates Barristers represent Class Members. Class Counsel can be reached at 1-866-924-5859, by e-mail at pendinglists@harrisonpensa.com, or by mail at: Harrison Pensa^{LLP} 450 Talbot Street, London, ON N6A 4K3 Attention: Jonathan Foreman.

Class Counsel will collectively be requesting court approval of contingent legal fees of approximately 15% percent of the settlement fund, plus disbursements and applicable taxes. The request amounts to \$6,950,000.00 plus applicable taxes (GST and HST) in the amount of \$610,805.19 and out of pocket disbursements totalling \$86,778.66. The Record Companies have agreed to make partial contributions towards the legal fees, applicable taxes and disbursements of Class Counsel in the amount of \$600,000.00. That amount will be applied as a credit toward the amounts to be paid to class counsel. The net payment requested from the settlement fund will therefore be \$7,047,583.85. Class Counsel will also be requesting payment of future legal fees on account of work undertaken in conjunction with the settlement administration process on an hourly basis from time to time. A request will also be made for Court approval to pay an honourarium of \$3,000.00 to each of the two parties who stood as plaintiffs in the litigation, and if approved, for payment of the honouraria out of Class Counsel's fees or alternatively out of the Settlement Trust, if so directed by the Court.

Class Members are permitted to make submissions at the hearing. Class Members who wish to object or to make a submission regarding the fee request must file their submission in writing to Class Counsel on or before Monday, October 24th, 2011. Class Counsel undertakes to forward all such submissions to the Court.

IV. SETTLEMENT DISTRIBUTION

The settlement distribution process will commence following the delivery of a subsequent settlement distribution and claims process notice. It is currently anticipated that the settlement distribution notice and the first distribution will be made in late 2011 or early 2012.

V. QUESTIONS ABOUT THE SETTLEMENT

The full motion record for approval of Class Counsel's fees, taxes and disbursements is posted on the settlement website at www.pendinglistssettlement.com. Any questions about this action or matters conveyed in this Notice should be directed to Class Counsel or to the settlement website where the settlement documentation is posted. QUESTIONS SHOULD **NOT** BE DIRECTED TO THE COURT.

VI. INTERPRETATION

This notice contains a summary of some of the terms of the settlement. Any capitalized terms not defined in the Notice are defined in the Key Terms of Settlement between the Plaintiff, CMRRA, SODRAC, EMI, Sony, Universal and Warner ("CSI Term Sheet"). If there is a conflict between the provisions of this notice and the settlement agreements, including the appendices to the settlement agreements, the terms of the settlement agreements shall prevail.

THIS NOTICE HAS BEEN AUTHORIZED BY THE ONTARIO SUPERIOR COURT OF JUSTICE