

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

MELISSA FERRICK, et al.,

Plaintiff,

vs.

SPOTIFY USA INC., et al.,

Defendants.

No. 1:16-cv-08412 (AJN)

**CORRECTED
[PROPOSED] ORDER AWARDING FEES AND EXPENSES**

WHEREAS Class Plaintiffs Plaintiffs Melissa Ferrick, individually and doing business as Nine Two One Music and Right on Records/Publishing; Jaco Pastorius, Inc.; and Gerencia 360 Publishing, Inc., in Civil Action No. 1:16-cv-08412 (AJN) (“Class Plaintiffs”), for themselves and on behalf of the proposed Settlement Class, entered into an agreement (the “Settlement”) with Defendant Spotify USA Inc. (“Spotify”);

WHEREAS on June 29, 2017 the Court entered its Order granting preliminary approval of the proposed settlement (“Preliminary Approval Order”) (Dkt. # 177). Among other things, the Preliminary Approval Order authorized Class Plaintiffs to disseminate notice of the Settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to the Preliminary Approval Order on August 3, 2017, and the Court held a fairness hearing on December 1, 2017;

WHEREAS, Class Counsel filed a fee application, seeking counsel fees, expenses, and incentive awards;

Having considered Class Counsel's Motion for Attorneys' Fees and Payment of Litigation Expenses, supporting declarations, oral argument presented at the fairness hearing, and the complete records and files in this matter,

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, and DECREED:

1. The capitalized terms used herein shall have the meanings set forth in the Stipulation of Settlement, Exhibit C to the Declaration of Steven G. Sklaver in Support of Preliminary Approval of Settlement (Docket # 176-3) (the "Settlement").

2. Class Counsel of Susman Godfrey L.L.P. and Gradstein & Marzano, P.C. shall receive \$15,860,000 in attorneys' fees, with \$5,000,000 to be paid by Spotify separately and the remainder to be paid out of the Settlement Fund created by the Settlement.

3. Class Counsel shall be reimbursed \$632,111.92 in costs and expenses reasonably incurred in the presentation and settlement of this litigation, to be paid out of the Settlement Fund created by the Settlement.

4. Class Counsel may in its sole discretion allocate and distribute the fees and costs it receives pursuant to this Order among Class Counsel and any and all other plaintiffs' counsel.

5. The Court shall entertain any supplemental application for reimbursement of future expenses incurred by Counsel on behalf of the Class.

6. Incentive awards of \$25,000 shall be paid to each of the Class Plaintiffs out of the Settlement Fund created by the Settlement.

7. This Order shall become effective immediately.

Dated: November __, 2017

UNITED STATES DISTRICT COURT

By: _____
The Honorable Alison J. Nathan
Judge of the District Court

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on November 13, 2017, all counsel of record who are deemed to have consented to electronic service are being served with a copy of this document via the Court's SDNY Procedures for Electronic Filing.

/s/ Steven G. Sklaver
Steven G. Sklaver