

UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK

If you were a session musician or background vocalist on a covered sound recording that was played on non-interactive webcasting, satellite radio, or digital cable prior to December 31, 2016 and you have not received all royalty payments to which you are entitled from the AFM & SAG-AFTRA Intellectual Property Rights Distribution Fund, you could receive a payment from a class action settlement.

A federal court has authorized this notice. This is not a solicitation from a lawyer. Please read this notice carefully and completely.

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

- A proposed Settlement has been reached in a class action lawsuit concerning undistributed royalties currently held by the AFM & SAG-AFTRA Intellectual Property Rights Distribution Fund (or the “Fund”) which are owed to session musicians and background vocalists (“Non-Featured Performers”) on sound recordings that were played on non-interactive webcasting, satellite radio, and/or digital cable a sufficient number of times to qualify as a “Covered Recording”.
- If any such undistributed royalties are owed to you, then your legal rights will be affected whether you act or do not act. Therefore, you should read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
Identify Yourself to the Fund	You must complete a Performer Information Form and submit it to the Fund as instructed on the Form in order to receive any royalties owed to you out of the Settlement Amount. The Form is available at www.SessionArtistRoyaltySettlement.com .
Do Nothing	If you do nothing and the Court approves the settlement, you will not receive any royalties owed to you out of the Settlement Amount. To receive any royalties owed to you out of the Settlement Amount, you must complete a Performer Information Form and submit it to the Fund as instructed on the Form. The Form is available at www.SessionArtistRoyaltySettlement.com .
Object to the Settlement	You may object to the settlement if you do not think it is fair and reasonable. To do so, you must send your written, signed objection to the Court, Class Counsel and Defendants’ Counsel by August 18, 2020. For your objection to be considered by the Court, it must satisfy the requirements explained further below. If your objection meets the requirements as explained and you indicate in the objection that you intend to do so, you or your attorney may present to the Court your objection to the settlement at the hearing at which the Court will decide if the settlement is fair and reasonable set for 10:00 a.m. EDT, October 22, 2020, in Courtroom 11-B of the United States District Court, Eastern District of New York, 225 Cadman Plaza East, Brooklyn, New York 11201.

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BASIC INFORMATION

1. Why is there a notice?

A federal court authorized the publication of the notice to inform you about the proposed Settlement and your rights and options prior to the time when the Court decides whether to grant final approval of the Settlement. This notice explains the lawsuit, the Settlement, your legal rights, the benefits that are available, who is eligible for those benefits, and how to acquire them.

The case is known as *Blondell v. Bouton*, Case No. 1:17cv-00372-RRM-RML (the “Action”). The Hon. Roslynn R. Mauskopf of the United States District Court for the Eastern District of New York is overseeing this class action. The persons who filed this lawsuit, Jon Blondell, Paul Harrington, Timothy Johnson, Stephanie Lowe f/k/a Stephanie Marie, Chastity Marie, and Clayton Pritchard, are called the “Plaintiffs,” and the persons they sued, Bruce Bouton, Duncan Crabtree-Ireland, Augustino Gagliardi, Raymond M. Hair, Jr., Jon Joyce, and Stefanie Taub, are called the “Defendants.”

2. What is this lawsuit about?

The Plaintiffs claim that the Defendants, who are current and former Trustees of the Fund, breached their duties as Trustees by failing to properly identify and pay royalties out of the Fund to a number of Non-Featured Performers, which royalties the Defendants collected for the Non-Featured Performers’ benefit and are legally obligated to pay over to them. The Defendants deny this claim and the other claims made in the Action. By entering into the Settlement, the Defendants are not admitting that they did anything wrong.

3. Why is this a class action?

In a class action, one or more people, called the Settlement Class Representative(s), sue on behalf of all people who have similar claims. Together, all of these people are called a Settlement Class or Settlement Class Members. One court resolves all of the issues for all Settlement Class Members. In this case, the Plaintiffs are the Settlement Class Representatives.

4. Why is there a Settlement?

The Plaintiffs (also referred to as the Settlement Class Representatives) and the Defendants do not agree about the claims made in this Action. The Action has not gone to trial, and the Court has not decided in favor of either the Settlement Class

Representatives or the Defendants. Instead, the Settlement Class Representatives and the Defendants have agreed to settle the Action. The Settlement Class Representatives and their lawyers believe the Settlement is in the best interest of all Settlement Class Members because of the significant benefits it provides, the risk the Settlement Class would receive nothing or receive less by continuing this litigation, and the many years it might take to recover benefits for the Settlement Class if they successfully litigated this Action to the end. The Defendants deny that they did anything wrong and believe that their defenses to the claims would succeed, but Defendants nevertheless have agreed to settle this Action to avoid the burden, expense, risk, and uncertainty of continuing the litigation.

WHO IS INCLUDED IN THE SETTLEMENT?

5. How do I know if I am part of the Settlement?

You are included in the Settlement Class as a “Settlement Class Member” if you were a Non-featured Performer (*i.e.*, a session musician or background vocalist) on a recording that received sufficient play on non-interactive webcasting, satellite radio or digital cable to be considered a “Covered Recording” prior to December 31, 2016, and you have not already received from the Fund the royalties that are due to you for such performances.

If you are listed on the Fund’s Unclaimed Royalty List at https://www.afmsagaftfund.org/covered-rec-title_SR_Master.php, then you are a Settlement Class Member. If you do not find your name on the Unclaimed Royalty List, it is possible that you are still part of the Settlement. It is also possible that you may be entitled to royalties in connection with one or more Covered Recordings in addition to the one(s) listed for you on the Unclaimed Royalty List. This is the because the Fund may have failed to identify you as having played on one or more Covered Recording(s). You can check this by visiting the Fund’s Covered Recordings Lists at https://www.afmsagaftfund.org/covered-rec-title_SR_Master.php and searching for recordings on which you performed which you think may have been played frequently enough to make the list. If you find a recording on the Covered Recordings Lists on which you performed but you are not identified as having performed on it, you must fill out an omissions claim form (at https://www.afmsagaftfund.org/PDF/FORMS/Omissions_Claim_Form_AFM_SRDF_2019.pdf). You should include all pertinent information such as song(s) you worked on, session dates, studio location, etc. Supporting documentation such as pay stubs, session contracts, or even affidavits from other non-featured performers and others such as record producers and engineers who were also involved in the recording in question will be most helpful. The Fund will then promptly investigate your claim. In addition, you should complete the Performer Information Form available on this settlement website and submit it to the Fund as instructed on the Form to make sure you receive your royalties.

6. What does the Settlement provide?

As part of the Settlement, the Defendants have agreed to undertake extensive efforts to locate and pay Settlement Class Members who are entitled to receive royalties obtained by the Fund from 2011 through 2016. As of November 30, 2019, approximately 61,298 Settlement Class Members were owed royalties totaling approximately \$45,848,799.99 (the “Settlement Amount”).

After deducting Settlement notice and administration costs, attorneys’ fees and costs, and Service Award payments to the Settlement Class Representatives, the Settlement Amount will be used to make payments to Settlement Class Members who have submitted Performer Information Forms to the Fund.

If, after making the payments described above, money remains in the Settlement Amount as of April 30, 2022, the balance of the Settlement Amount will be distributed on a pro rata basis (proportionately) to those Settlement Class Members who previously received payment until nothing remains in the Settlement Amount.

In addition, the Fund will follow the agreed-upon steps in distributing the royalties received in 2017, 2018 and 2019. The Fund will also hire a business consultant and marketing consultant and adopt plans in consultation with these consultants to better and/or more efficiently identify and pay Non-Featured Performers the royalties owed to them received by the Fund in 2020 and afterwards. The Fund will certify its implementation of the business and marketing plans to the Court and provide it with executive summaries of the plans.

THE SETTLEMENT BENEFITS

7. What can I obtain from the Settlement?

Your share of the Settlement Amount will depend on, among other things: (1) the amount of unpaid royalties that are owed to you (this is a function of the number of digital performances of the recording and the number of session musicians and

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background vocalists that performed on the recording); and (2) the amounts deducted from the Settlement Amount for: (a) settlement administration costs, including the costs of notice; (b) the amount awarded by the Court for attorneys' fees and costs; and (c) the amount awarded by the Court for Service Awards to the Settlement Class Representatives. The amount you will receive if you are a Settlement Class member could range from \$10 to thousands of dollars.

8. How and when will I receive a Settlement payment?

If the Settlement is approved and becomes effective and money is owed to you, and if you submit a Performer Information Form to the Fund as instructed on the Form on or before March 1, 2021, you will receive royalties at the latest as part of the Fund's annual distribution at the end of April 2021. If you do this between March 2, 2021 and March 1, 2022, you will receive royalties at the latest as part of the Fund's annual distribution at the end of April 2022. On or before April 30, 2022, any portion of the Settlement Amount that the Fund is unable to pay out to identified performers will be distributed pro rata by Source Year (the year the royalties were received by the Fund) to the Settlement Class Members to whom it previously successfully paid royalties for that Source Year and for whom the Fund still has contact and payment information sufficient to make such payment. To receive any royalties to which you are entitled, you must fill out the Performer Information Form available at www.SessionArtistRoyaltySettlement.com and submit it to the Fund as instructed on the Form.

9. Am I required to do anything at this time?

No. However, in order to receive any royalties owed to you, you should complete a Performer Information Form and submit it to the Fund as instructed on the Form. If you do not do anything, and the Settlement is approved and becomes effective, all of the Court's orders will apply to you and legally bind you even though you will not receive any royalties from the Settlement Amount. As a result, you won't be able to sue, continue to sue, or be part of any other lawsuit against Defendants and the Released Parties about the legal issues released by the Settlement. The specific rights that will be resolved are called Released Claims (*see* Question 11). If you do submit a Performer Information Form, and the Settlement is approved and becomes effective, you will also lose all these rights, but you will have received royalties out of the Settlement Amount.

10. Who are the Released Parties?

The Released Parties are: the Plaintiffs; and the Defendants; and each of their respective agents, employees, representatives, attorneys, officers, directors, shareholders, managers, insurers, subsidiaries and/or affiliates, and their successors and assigns.

11. What are the Released Claims?

The Released Claims are any and all claims, defenses, demands, causes of action, controversies, liabilities, obligations, and damages of any kind raised in the Action, excluding only (1) claims arising from breach of the Settlement Agreement and/or the Final Judgment, (2) claims related to amounts received by the Fund relating to a settlement agreement with regard to U.S. recordings created prior to February 15, 1972, (3) claims related to royalties paid to the Fund from non-U.S. collectives or neighboring rights societies, and (4) the claims asserted against Defendants and the Fund in Civil Action 2:18-cv-07241 in the United States District Court for the Central District of California, *Kevin Risto v. Screen Actors Guild-American Federation of Television and Radio Artists, et al.* Further detail and information is included in the Settlement Agreement, which is available at www.SessionArtistRoyaltySettlement.com.

THE LAWYERS REPRESENTING YOU

12. Do I have a lawyer in this case?

Yes. The Court has appointed Eric Zukoski of the law firm Quilling, Selander, Lownds, Winslett & Moser, P.C. ("QSLWM"), 2001 Bryan Street, Suite 1800, Dallas, TX 75201 and Roger L. Mandel of Jeeves Mandel Law Group, P.C. ("JMLG"), 12222 Merit Drive, Suite 1200, Dallas, TX 75251, as Settlement Class Counsel to represent Settlement Class Members for the purposes of this Settlement. You may hire your own lawyer at your own cost and expense if you want someone other than Settlement Class Counsel to represent you.

13. How will the lawyers be paid?

Pursuant to Federal Rules of Civil Procedure 54(d)(2) and 23(h) and Local Rule 23.1 and any applicable Court policies and procedures, Settlement Class Counsel will file a motion asking the Court to award them attorneys' fees and reimbursement of

expenses to be determined by the Court on or before December 31, 2020. The amounts of attorneys' fees awarded and expenses reimbursed will be deducted from the Settlement Amount. The maximum amount of attorneys' fees that Settlement Class Counsel will ask the Court to award them is \$11,003,711.00 (24% of the Settlement Amount). The maximum amount of expense reimbursement Settlement Class Counsel will ask the Court to award them is \$86,309.32. QSLWM will receive 60% and JMLG 40% of the first 50% of any fee award, and the remainder of any fee award will be split between them based on their relative lodestars (hours expended times hourly rates). They have further agreed that their expenses will be reimbursed on a pro-rata basis from any expense award made by the Court.

THE SETTLEMENT CLASS REPRESENTATIVES

14. How will the Settlement Class Representatives be paid?

Settlement Class Counsel will file a motion asking the Court to approve a \$1,500 Service Award to each of the six Settlement Class Representatives. Any amounts awarded by the Court will be deducted from the Settlement Amount. Defendants do not oppose such awards.

OBJECTING TO THE SETTLEMENT

15. How do I tell the Court that I do not like the Settlement, the request for an award of attorneys' fees and costs to Settlement Class Counsel, and/or the request for Service Awards to the Settlement Class Representatives?

If you are a Settlement Class Member, you can tell the Court that you do not agree with all or any part of the Settlement, the request for an award of attorneys' fees and costs and/or the request for Service Awards to the Settlement Class Representatives. To state a valid objection to the Settlement, you must provide the following information in the written objection: (i) your full name, address, telephone number, and e-mail address (if available); (ii) a statement of the basis for the objection, including all factual and legal grounds for it; (iii) copies of any documents you wish to submit in support; (iv) the name, address, and telephone number of your separate counsel in this matter, if any; and (v) your dated signature. In addition, the objection must list any other objections submitted by you, or your counsel, to any class action settlements in any court in the United States in the previous five years, or else affirmatively state that no other such objections have been made. If you intend to appear, in person or by counsel, at the Final Approval Hearing, you must so state in the written objection. In all instances, the date appearing on the postmark shall be controlling for determining when an Objection was mailed. You must mail copies of the objection to **ALL** the addresses listed below, postmarked on or before **August 18, 2020**:

<p>Clerk of the Court United States District Court Eastern District of New York 225 Cadman Plaza East, Brooklyn, NY 11201</p>	<p>Eric Zukoski and Roger L. Mandel in care of the <i>Blondell v. Bouton</i> Settlement Administrator P.O. Box 43434 Providence, RI 02940-3434</p>	<p>Andrew H. Bart Jenner & Block LLP 919 Third Avenue New York, NY 10022</p>
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THE COURT'S FINAL APPROVAL HEARING

16. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Final Approval Hearing before the Honorable Robert M. Levy, United States Magistrate Judge for the Eastern District of New York, beginning at 10:00 a.m. EDT on October 22, 2020, in Courtroom 11-B, United States Courthouse, 225 Cadman Plaza East, Brooklyn, NY 11201. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court also may decide how much to award Settlement Class Counsel for attorneys' fees and costs and whether to make Service Awards to the Settlement Class Representatives.

17. Do I have to come to the Final Approval Hearing?

No. Settlement Class Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. Provided you mail your written objection on time, the Court will consider it.

18. May I speak at the Final Approval Hearing?

Yes. If you wish to, you may attend and speak at the Final Approval Hearing. If you intend to object, then you must indicate your intention to speak at the Final Approval Hearing in your written objection (*see* Question 15). Your objection must state that it is your intention to appear at the Final Approval Hearing, and you must identify any witnesses you may call to testify or exhibits you intend to introduce into evidence at the Final Approval Hearing. If you plan to have your attorney speak for you at the Final Approval Hearing, your objection must also include your attorney's name, address, and phone number.

IF YOU DO NOTHING

19. What happens if I do nothing at all?

If you do nothing, and if you are a Settlement Class Member, you will forfeit your right to receive a payment out of the Settlement Amount. To receive any royalties owed to you out of the Settlement Amount, you must complete a Performer Information Form and submit it to the Fund as instructed on the Form. Regardless, you also will give up your right to object to the Settlement, and your right to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants and the Released Parties about the legal issues in this Action released by the Settlement. Again, to you receive any royalties to which you are entitled out of the Settlement Amount, please fill out the Performer Information Form available at www.SessionArtistRoyaltySettlement.com and submit it to the Fund as instructed on the Form.

GETTING MORE INFORMATION

20. How do I get more information?

This notice summarizes the proposed Settlement. Complete details are provided in the Settlement Agreement. The Settlement Agreement and other related documents are available at www.SessionArtistRoyaltySettlement.com, by calling (844) 799-1587, or by writing to the Settlement Administrator at the address below. Publicly filed documents also can be obtained by visiting the office of the Clerk of the United States District Court for the Eastern District of New York, or by reviewing the Court's online docket.

If you want to request copies of any of the documents on the website or if you have questions, you may contact Settlement Administrator by U.S. Mail or email at:

Blondell v. Bouton Settlement Administrator
P.O. Box 43434
Providence, RI 02940-3434
admin@SessionArtistRoyaltySettlement.com

Please do not contact the Court regarding this notice. The Court cannot answer any questions.