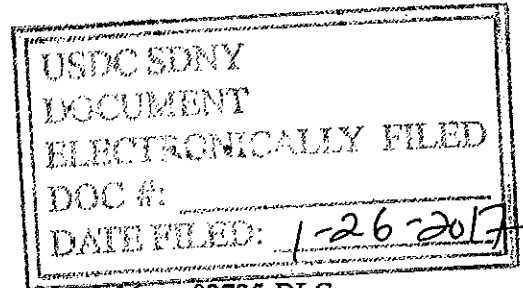


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**



-----X
WE SHALL OVERCOME FOUNDATION,
and BUTLER FILMS, LLC, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

**STIPULATION AND ORDER OF
DISMISSAL WITH PREJUDICE**

THE RICHMOND ORGANIZATION, INC.
(TRO, INC.) and LUDLOW MUSIC, INC.,

Defendants.
-----X

WHEREAS the parties desire to resolve the matter amicably and to that end have engaged in negotiation of settlement terms which they set forth below;

WHEREAS the parties have had the opportunity to review said terms and consult with their respective attorneys;

WHEREAS the parties agree that the terms below are the terms upon which they agree to settle this matter;

NOW THEREFORE, pursuant to Fed. R. Civ. P. 41(a)(1)(A)(ii), Plaintiffs We Shall Overcome Foundation ("WSOF") and Butler Films, LLC ("Butler") (together, "Plaintiffs"), and Defendants The Richmond Organization, Inc. (TRO, Inc.) ("TRO"), and Ludlow Music, Inc. ("Ludlow") (together, "Defendants"), by and through their undersigned attorneys, and based on consideration of the files, records, and proceedings herein, STIPULATE AND AGREE to the following:

1. The parties waive their respective rights to appeal all the decisions rendered to date by the Court in this case, including the November 21, 2016 Corrected Opinion and Order

(Dkt. 39), the September 8, 2017 Opinion and Order (Dkt. 87), the November 1, 2017 Order (Dkt. 102), and the January 12, 2018 Memorandum Opinion and Order (Dkt. 127).

2. Defendants agree that hereafter they will not claim copyright in the melody or lyrics of any verse of the song We Shall Overcome (“the Song”), included in Registration Nos. EU 645288 (1960) and EP 179877 (1963). Defendants agree that the melody and lyrics of those verses of the Song are hereafter dedicated to the public domain.

3. Within fourteen days from the entry of this Stipulation and Order, Defendants shall return to Plaintiffs the fees they paid to license the Song.

4. Plaintiffs shall apply to the Court for an award of attorneys’ fees and expenses pursuant to 17 U.S.C. § 505, or otherwise, within 14 days after the Court approves and enters this Stipulation and Order. Defendants shall oppose the application within 30 days thereafter, and Plaintiffs shall file any reply in support of their application within 14 days after Defendants’ opposition.

5. Defendants agree that Plaintiffs may record this Stipulation and Order with the Copyright Office with reference to Reg. Nos. EU 645288 and EP 179877 to be indexed by song title and registration number.

6. Except as provided in ¶ 2 above, this Stipulation and Order does not resolve whether Defendants retain copyrights in the musical arrangements embodied in the deposit copies of Registration Nos. EU 645288 and EP 179877.

7. The parties have settled all remaining claims made in, or which might have been made in, this case.

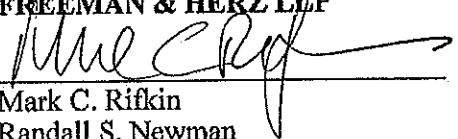
8. Based upon their settlement, the parties do hereby voluntarily enter into this Stipulation and Order.

9. Each of the parties herein agrees that their agreement to settle this case has been agreed to freely and voluntarily, and for the mutual convenience of all of the parties. By their entry into this settlement and the filing of this Stipulation, and subject to the below stipulations, none of the parties is admitting the truth of any of the factual allegations contained in the pleadings in this case or that there is any guilt, any fault or liability on the part of any of the parties.

10. This action shall not be dismissed and the Court shall not enter final judgment until after adjudicating Plaintiffs' application for attorneys' fees and expenses. The parties waive their respective rights to appeal the dismissal of the action on these terms and the entry of the Court's final judgment, except as to any decision on Plaintiffs' application for attorneys' fees and expenses.

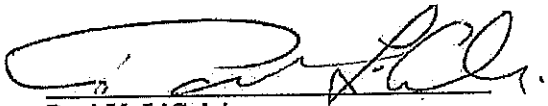
Respectfully submitted this, 26 day of January, 2018,

**WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP**


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Attorneys for Defendants

So ordered on this 26th day of January, 2018.


Hon. Denise L. Cote, U.S.D.J.