

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

**NOTICE OF PENDENCY OF PROPOSED SETTLEMENTS,  
FAIRNESS HEARING, AND RIGHT TO APPEAR**

**IMPORTANT INFORMATION – READ CAREFULLY AND DO NOT DISCARD**

**If you were an employee who held an animation or visual effects job title at Blue Sky Studios, Inc., DreamWorks Animation SKG, Inc., Two Pic MC LLC (f/k/a ImageMovers Digital LLC), Lucasfilm, Ltd., LLC, Pixar, Sony Pictures Animation Inc., Sony Pictures Imageworks Inc., or The Walt Disney Company during the time periods set forth below, you could get money from a settlement with one of the multiple defendants in the lawsuit.**

*A court authorized this Notice. This is not a solicitation from a lawyer.*

**This Notice describes two settlements with some of the defendants and how you may be eligible to get money from those settlements or exclude yourself from one or both of them.**

**BACKGROUND**

- The class action lawsuit *In re Animation Workers Antitrust Litigation*, 14-cv-04062-LHK, claims that Blue Sky Studios, Inc. (“Blue Sky”), DreamWorks Animation SKG, Inc., Two Pic MC LLC (f/k/a ImageMovers Digital LLC), Lucasfilm, Ltd., LLC, Pixar, Sony Pictures Animation Inc. and Sony Pictures Imageworks Inc. (“Sony Pictures”), and The Walt Disney Company (collectively, the “Defendants”) violated federal and state antitrust laws by conspiring to suppress compensation by agreeing not to solicit each other’s employees and by coordinating compensation policies. Defendants deny that they violated any antitrust law or engaged in any wrongdoing.
- The Honorable Lucy H. Koh of the United States District Court for the Northern District of California entered an order on May 25, 2016 certifying the following class:  
  
All animation and visual effects employees employed by one or more of the Defendants in the United States who held any of the job titles listed in the attached List of Job Titles by Defendant during the following time periods: Pixar (2004–2010), Lucasfilm Ltd., LLC (2004–2010), DreamWorks Animation SKG, Inc. (2004–2010), The Walt Disney Company (2004–2010), Sony Pictures Animation, Inc. and Sony Pictures Imageworks, Inc. (2004–2010), Blue Sky Studios, Inc. (2005–2010) and Two Pic MC LLC f/k/a ImageMovers Digital LLC (2007–2010). Excluded from the Class are senior executives, members of the board of directors, and persons employed to perform office operations or administrative tasks.
- DWA Holdings, LLC, successor to DreamWorks Animation SKG, Inc. (“DreamWorks”), has settled for \$50,000,000 (the “DreamWorks Settlement”), and Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC have settled for \$100,000,000 (the “Disney Settlement”). Judge Koh has preliminarily approved these settlements. Prior to these settlements, two other defendants settled: Blue Sky for \$5,950,000 and Sony Pictures for \$13,000,000. A separate Notice was previously distributed relating to the Blue Sky and Sony Pictures settlements. If you were an employee of *any* of the Defendants listed above and held an animation or visual effects job title during the time period listed below, you may be entitled to compensation. A list of job titles is attached in the List of Job Titles by Defendant.
- If you are a Class Member and did not previously opt out of this litigation, you have a right to participate in either or both the DreamWorks Settlement and the Disney Settlement.
- If the Settlements with DreamWorks, and with Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC are finally approved by the Court, all Defendants will have settled, no “Non-Settling Defendants” will remain, and **this class action lawsuit will be terminated without further recovery.**
- This is not a lawsuit against you. Your participation in this lawsuit or acceptance of money from the Settlements will not affect your employment status or compensation in any way.
- **The purpose of this Notice is to advise you of your rights with respect to the Settlements.** Please read it carefully. **This Notice explains your legal rights and options – and the deadlines to exercise them.** Your legal rights will be affected whether you act or don’t act, and you have choices to make now.

**Summary of Notice for Class Members**

- You are a Class Member and are included in the settlements with DreamWorks and Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC if you did not previously opt out of this litigation and if you fall within the following definition:  
  
All animation and visual effects employees employed by one or more of the Defendants in the United States who held any of the job titles listed in the attached List of Job Titles by Defendant during the following time periods: Pixar (2004–2010), Lucasfilm Ltd., LLC (2004–2010), DreamWorks Animation SKG, Inc. (2004–2010), The Walt Disney Company (2004–2010), Sony Pictures Animation, Inc. and Sony Pictures Imageworks, Inc. (2004–2010), Blue Sky Studios, Inc. (2005–2010) and Two Pic MC LLC f/k/a ImageMovers Digital LLC (2007–2010). Excluded from the Class are senior executives, members of the board of directors, and persons employed to perform office operations or administrative tasks.
- You must have been an employee *and* held one or more of the job titles listed on the attached **List of Job Titles by Defendant** during the time periods above. You may not know what your job title was. If you have any questions about this, please contact

the Notice and Claims Administrator, Kurtzman Carson Consultants, at 855-730-8617 or visit the following website: [www.animationlawsuit.com](http://www.animationlawsuit.com).

- **The Court in charge of this case still has to finally approve the Settlements with DreamWorks and Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC. Payment will be made if the Court finally approves the Settlements and orders that the Settlement Funds be distributed. Please be patient.**

| <b>SUMMARY OF YOUR LEGAL RIGHTS AS A CLASS MEMBER<br/>AND OPTIONS WITH RESPECT TO THE SETTLING DEFENDANTS</b> |  |
|---|--|
| <b>DO NOTHING</b>   | <b>You will receive a payment from the Settlements if you are a Class Member and did not previously opt out of this litigation.</b> You will receive money from the Settlements when the funds are distributed and will waive any rights to pursue a lawsuit of your own against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, or Two Pic MC LLC f/k/a ImageMovers Digital LLC.   |
| <b>OPT OUT OF ONE OR BOTH OF THE SETTLEMENTS</b>  | <b>Get no payment from the Settlement(s) you exclude yourself from.</b> This is the only way you can file your own lawsuit or ever be part of any other lawsuit involving claims arising from or related to the facts, activities or circumstances alleged against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC. As described in Question 22, below, you may opt out of one or more of the Settlements.   |
| <b>OBJECT TO OR COMMENT ON ONE OR BOTH OF THE SETTLEMENTS</b>   | <b>Following the instructions in Question 25, write to the Court about why you like or do not like one or both of the Settlements by no later than April 24, 2017.</b> You may also ask to speak to the Court about your written comments or objections about the fairness of the Settlement(s) at the “Fairness Hearing” on <b>May 18, 2017 at 1:30 p.m.</b> , although you do not have to do so. To comment on or object to the Settlement(s) and request to speak at the Fairness Hearing, you must act before <b>April 24, 2017</b> . Your objection must be signed, and must include a summary of any other objections you or your attorney filed to any class action settlements submitted to any court in the United States in the previous five years. |
| <b>GO TO THE COURT’S FAIRNESS HEARING ABOUT THE SETTLEMENTS</b>   | If you would like, you can ask to speak in Court about the fairness of the Settlement(s) if you follow the instructions in Question 25 of this Notice. You do not need to speak to the Court to receive benefits under the Settlements.  |

- If the Settlements with DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC are finally approved by the Court, all Defendants will have settled, no “Non-Settling Defendants” will remain, and **this class action lawsuit will be terminated without further recovery.** Blue Sky and Sony Pictures already settled, and a separate notice was previously distributed for those settlements.

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**Detailed Information**

The above bullet points provide summary information regarding your rights and options with respect to the settlements with DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC. The remainder of this Notice is designed to provide you with more information to help you evaluate your rights and options and answer any questions that you may have.

**INFORMATION FOR CLASS MEMBERS**

**1. Why did I get this Notice?**

You have received this Notice because Defendants’ records show you may have worked as an animation or visual effects employee and held one of the job titles listed on the attached List of Job Titles by Defendants during some or all of the following time periods:

- Pixar (2004-2010)
- Lucasfilm Ltd., LLC (including Industrial Light & Magic) (2004-2010)
- DreamWorks Animation SKG, Inc. (2004-2010)
- The Walt Disney Company (including Walt Disney Animation Studios) (2004-2010)
- Sony Pictures Animation Inc. or Sony Pictures Imageworks Inc. (2004-2010)
- Blue Sky Studios, Inc. (2005-2010)
- Two Pic MC LLC f/k/a ImageMovers Digital LLC (2007-2010)

**The Court sent you this Notice for the following reason:**

**Class Members have the right to know about the proposed Settlements of this class action lawsuit with DreamWorks, and with Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC, and about their legal rights and options, before the Court holds a “Fairness Hearing” to decide whether to grant final approval of those Settlements.**

This Notice explains the lawsuit, the Settlements, and your legal rights. It also explains what benefits from the Settlements will be available, who is eligible for them, and how to obtain them. If the Court finally approves the Settlements and orders that the Settlement Fund(s) be distributed, a Notice and Claims Administrator appointed by the Court will make the payments that the Settlements allow.

The Court has preliminarily approved the Settlements. If you are a Class Member, you have legal rights and options that you may exercise before the Court considers whether it will grant final approval of the proposed Settlements at the “Fairness Hearing.” The Court will hold the Fairness Hearing on **May 18, 2017 at 1:30 p.m.** to decide whether the proposed Settlements are fair and reasonable, and provide adequate compensation and benefits to the members of the Class. The date and time for the Fairness Hearing rarely change, but please check [www.animationlawsuit.com](http://www.animationlawsuit.com) or the District Court’s website for updated information.

If you wish to comment on or object to one or both of the Settlements, or to opt out of one or both of the Settlements, you must do so following the procedures described below. If you do nothing, you will receive money from the Settlements and you will be bound by any final judgment.

**2. What is this lawsuit about?**

The lawsuit claims that Defendants conspired to suppress compensation by agreeing not to solicit each other’s employees and to coordinate compensation policies in violation of federal and state antitrust laws. Each of the Defendants, including DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC, denies that it violated any laws or engaged in any wrongdoing. Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, Two Pic MC LLC f/k/a ImageMovers Digital LLC; DreamWorks; Blue Sky; and Sony Pictures have entered into separate Settlement Agreements with Plaintiffs. To obtain more information about the claims in this lawsuit, you can view the complaint and other court documents in this case at [www.animationlawsuit.com](http://www.animationlawsuit.com).

**3. What is a class action, and who is involved?**

In a class action lawsuit, one or more persons called “Named Plaintiffs” or “Class Representatives” sue on behalf of other people who have similar claims. The people with similar claims together are a “Class” and are called “Class Members.” A class action resolves the issues for all Class Members, except for those who exclude themselves from the Class. The Court appointed Named Plaintiffs Georgia Cano, Robert Nitsch, and David Wentworth as Class Representatives in this case.

**4. Why is there a Settlement with DreamWorks, and with Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC?**

The Court has not found in favor of any party, including Plaintiffs, DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, or Two Pic MC LLC f/k/a ImageMovers Digital LLC. Plaintiffs and DreamWorks, and Plaintiffs and Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC, have agreed to Settlement Agreements which, if approved, will bring the claims against DreamWorks and against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC to an end. Settling the case avoids the uncertainty of continuing the case between them and the cost of further litigation, and Class Members will get the benefits of the Settlements. The Class Representatives and Class Counsel support the Settlements and believe they are in the best interests of the Class.

**5. Have there been past settlement agreements with other defendants?**

Yes, Plaintiffs previously executed settlement agreements with Blue Sky and Sony Pictures. The Court has granted final approval of those settlements. A separate notice covering those settlements was previously sent. This Notice covers only the new DreamWorks and Disney settlements.

**6. Do these Settlements end the case?**

Yes. Following the Blue Sky and Sony Pictures settlements, the only Non-Settling Defendants remaining in this case were DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC. On October 4, 2016, Plaintiffs and DreamWorks entered into a settlement agreement, which fully resolves the Class Members’ claims against DreamWorks (as described in Question 18). Then on January 30, 2017, Plaintiffs and Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC entered into a settlement agreement which fully resolves the Class Members’ claims against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC (as described in Question 18). Because all Defendants have now settled, these Settlements completely resolve the case, as discussed in Question 7.

**7. Is the lawsuit continuing?**

No. DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC have separately agreed to settle this case. In addition, Blue Sky and Sony Pictures have also previously agreed to settle this case. Because all of the Defendants have now agreed to settle this case, no Non-Settling Defendants remain, and this case will be terminated following final approval of the DreamWorks and Disney Settlements. More money will not become available in the future for Class Members as a result of additional settlements with and/or a trial against any Non-Settling Defendants, none of whom still remain.

**8. Am I a Class Member?**

Animation or visual effects employees who held specific job titles at one or more of the Defendant companies during certain time periods may be Class Members and eligible for a payment from the Settlements when the funds are distributed, if they did not previously opt out of the litigation and if they meet the following class definition:

All animation and visual effects employees employed by one or more of the Defendants in the United States who held any of the job titles listed in the attached List of Job Titles by Defendant during the following time periods: Pixar (2004–2010), Lucasfilm Ltd., LLC (2004–2010), DreamWorks Animation SKG, Inc. (2004–2010), The Walt Disney Company (2004–2010), Sony Pictures Animation, Inc. and Sony Pictures Imageworks, Inc. (2004–2010), Blue Sky Studios, Inc. (2005–2010) and Two Pic MC LLC f/k/a ImageMovers Digital LLC (2007–2010). Excluded from the Class are senior executives, members of the board of directors, and persons employed to perform office operations or administrative tasks. (“Class”)

To be in the Class and participate in the Settlements, you must have been an employee *and* held one or more of the job titles listed on the attached **List of Job Titles by Defendant** during the time periods above.

**9. What if I still don’t know if I’m a Class Member?**

If you received this Notice, it is because you were listed as a potential Class Member. If you are still not sure whether you are included, you can get help at [www.animationlawsuit.com](http://www.animationlawsuit.com) or by contacting the Notice and Claims Administrator, Kurtzman Carson Consultants, at 855-730-8617.

**10. Does it make a difference whether I work or worked for DreamWorks, or for Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, or Two Pic MC LLC f/k/a ImageMovers Digital LLC, on the one hand, or Blue Sky or Sony Pictures, on the other hand?**

As long as you fall within the definition of the Class in Question 8 above, you can participate in the Settlements, regardless of which Defendant you work or worked for, or whether you have worked for more than one. Current and former employees of DreamWorks, Blue Sky, Sony Pictures, Two Pic/IMD, Lucasfilm, Pixar, and Disney who fall within the definition of the Class in Question 8 are all Class Members and are all entitled to receive a payment under these Settlements.

**11. What are my rights as a Class Member?**

If you are a Class Member, you have the right to (1) do nothing, in which case you will receive a payment (see Question 28), (2) comment on or object to one or both of the Settlements (see Question 25), (3) opt out of one or both of the Settlements (see Question 22), or (4) attend the Court’s Fairness Hearing to speak in support of or against the Court’s final approval of one or both of the Settlements (see Question 26).

**12. What if I previously opted out of this litigation?**

After the Court certified the class in this litigation, the Court approved a notice that was sent to class members informing them of their right to opt out of the litigation. If you opted out of this *litigation*, then you cannot share in the proceeds from either the DreamWorks Settlement or the Disney Settlement, and the Settlements will not release any claims that you may have against DreamWorks or against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, or Two Pic MC LLC f/k/a ImageMovers Digital LLC. But if you opted out of only a prior *settlement* with Blue Sky and/or Sony Pictures (and not the *litigation*), then you still have the right to share in the proceeds from either the DreamWorks Settlement and/or the Disney Settlement. If you don’t know whether you opted out of this litigation, please contact the Claims Administrator to confirm (see Question 30 for the Claims Administrator’s contact information).

***THE SETTLEMENT BENEFITS***

**13. What does the DreamWorks Settlement provide?**

DreamWorks will pay \$50,000,000 into a Settlement Fund. After deducting attorneys’ fees, costs, applicable taxes, and other fees and expenses (see Question 21), the Settlement Fund will be distributed to Class Members. In the event monies remain as residue in the Settlement Fund following all distribution efforts approved by the Court and payment of any taxes, Plaintiffs will ask the Court for an order disposing of all such funds, through additional distributions to eligible Class members and/or escheat to the federal government.

As a Class Member, you are giving up, or “releasing,” any claims that you may have against DreamWorks and the Released Parties in exchange for the right to receive your share of the DreamWorks Settlement Fund. That release includes any claims made or that could have been made against DreamWorks and the Released Parties arising from the facts, activities or circumstances alleged in this lawsuit or any other purported restriction on competition for employment or compensation of Named Plaintiffs or Class Members. The release is described in more detail in the Settlement Agreement and in Question 18 below. You can view or download a copy of the Settlement Agreement at [www.animationlawsuit.com](http://www.animationlawsuit.com).

**14. What does the Disney Settlement provide?**

Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC will pay \$100,000,000 into a Settlement Fund. After deducting attorneys’ fees, costs, applicable taxes, and other fees and expenses (see Question 21), the Settlement Fund will be distributed to Class Members. In the event monies remain as residue in the Settlement Fund following all distribution efforts approved by the Court and payment of any taxes, Plaintiffs will ask the Court for an order disposing of all such funds, through additional distributions to eligible Class Members and/or *cy pres* distribution as approved by the Court.

As a Class Member, you are giving up, or “releasing,” any claims that you may have against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC, and the Released Parties in exchange for the right to receive your share of the Disney Settlement Fund. That release includes any claims made or that could have been made against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and/or Two Pic MC LLC f/k/a ImageMovers Digital LLC and the Released Parties arising from the facts, activities or circumstances alleged in this lawsuit or any other purported restriction on competition for employment or compensation of Named Plaintiffs or Class Members. The release is described in more detail in the Settlement Agreement and in Question 18 below. You can view or download a copy of the Settlement Agreement at [www.animationlawsuit.com](http://www.animationlawsuit.com).

**15. How much money can I get from the Settlements?**

Class Members who do not opt out of the Settlement(s) will be eligible to receive a share of the Settlement Fund, less all applicable reductions based on a formula using the total compensation paid to a Class Member. In other words, each Class Member's share of the Settlement Fund is a fraction, with the Class Member's total compensation paid on the basis of employment in a Class Position during the Class Period as the numerator and the total compensation paid to all Settlement Class Members on the basis of employment in a Class Position during the Class Period as the denominator:

*(Class Member's individual total compensation paid on the basis of employment in  
Class Positions during the Class Period)*

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*(Total compensation paid to Settlement Class Members on the basis of employment in  
Class Positions during the Class Period)*

Each Class Member's fractional amount shall be multiplied against the Settlement Fund, less court-approved costs, and attorneys' fees and expenses. The total compensation paid, dates of employment, and whether a potential Class Member held a Class Position will be conclusively derived from Defendants' data maintained by their respective human resources departments and will not be subject to challenge by Class Members. Payments to Class Members shall not be made until the Effective Date has passed and all objections, collateral challenges or appeals relating to the Settlement(s) have been fully and finally resolved. The proposed Plan of Allocation is available for review at [www.animationlawsuit.com](http://www.animationlawsuit.com), and will be presented for approval by the Court at the Fairness Hearing (see Question 26).

***RECEIVING MONEY FROM THE SETTLEMENTS***

**16. How can I get money from the Settlements?**

You do not need to do anything to receive money from the Settlements. If you fall within the Class Definition, did not previously opt out of the litigation, and do not opt-out of the Settlements, you will receive money from the Settlements. If you exclude yourself from either Settlement, you will not receive money from that Settlement.

**17. When will I get my payments?**

The Court will hold a Fairness Hearing on **May 18, 2017 at 1:30 p.m.** to decide whether to approve the Settlements. If the Court approves the Settlements, there still may be appeals of that decision. If an appeal is filed, it is hard to estimate how long it might take for it to be resolved, but it can take a lot of time, perhaps more than a year. Settlement payments to Class Members will be distributed if the Settlements are approved, and after appeals, if any, are resolved. Updates regarding the Settlements and when payments may be made will be posted on the settlement website, [www.animationlawsuit.com](http://www.animationlawsuit.com).

**18. What am I giving up to get payments under the Settlements?**

If you are a Class Member, you are giving up the right to sue, continue to sue, or be part of any other lawsuit against DreamWorks or the Released Parties defined below about the claims in this case, and against Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC or the Released Parties defined below about the claims in this case. It also means that all of the Court's orders will apply to you and legally bind you, and that you agree to the following "Release of Claims," which describes exactly the legal claims that you give up if you participate in these Settlements with respect to the Settling Defendants:

***DreamWorks Release***

*Upon the Effective Date, each Named Plaintiff and Class Member (who is not properly excluded as provided herein) (the "Releasers") shall release, forever discharge and covenant not to sue DreamWorks Animation SKG, Inc., and its past and present direct and indirect parents, subsidiaries, divisions, affiliates, stockholders, officers, directors, insurers, employees (other than employees who are members of the Class), agents, attorneys, and any of their legal representatives (and the predecessors, heirs, executors, administrators, successors, purchasers, and assigns of each of the foregoing) (the "Released Parties") from all claims (including all claims for which arbitration has been compelled), whether federal or state, known or unknown, asserted or unasserted, regardless of legal theory, arising from or related to the facts, activities or circumstances alleged in the SAC or any other purported restriction on competition for employment or compensation of Named Plaintiffs or Class Members, up to the Date of the Settlement (the "Released Claims"), whether or not alleged in the SAC and whether or not any Class Member objects to the Settlement. For the avoidance of doubt, this Agreement shall not be construed to release any local, state or federal claim arising out of allegations of any product defect, discrimination, or personal or bodily injury, and shall not be construed to release any local, state or federal claim arising out of allegations of unlawful overtime or violations of ERISA or similar statute that are unrelated to the facts, activities, or circumstances alleged in the SAC or to the payments or distributions made pursuant to this Settlement.*

***Disney Release***

*Upon the Effective Date, each Named Plaintiff and Class Member (who is not properly excluded as provided herein) (the "Releasers") shall release, forever discharge and covenant not to sue The Walt Disney Company, Pixar, Lucasfilm, Ltd., LLC, and Two Pic MC LLC, and each and every one of their respective past and present direct and indirect parents, subsidiaries, divisions, affiliates, joint venture partners, stockholders, members, officers, directors, insurers, employees (other than employees who are members of the Class), agents, attorneys, and any of their legal representatives (and the predecessors, heirs, executors, administrators, successors, purchasers, and assigns of each of the foregoing) (the "Released Parties") from all claims, whether*

federal or state, known or unknown, asserted or unasserted, regardless of legal theory, arising from or related to the facts, activities or circumstances alleged in the SAC or any other purported restriction on competition for employment or compensation of Named Plaintiffs or Class Members, up to the Date of the Settlement (the "Released Claims"), whether or not alleged in the SAC and whether or not any Class Member objects to the Settlement. For the avoidance of doubt, this Agreement shall not be construed to release any local, state or federal claim arising out of allegations of any product defect, discrimination, or personal or bodily injury, and shall not be construed to release any local, state or federal claim arising out of allegations of unlawful overtime or violations of ERISA or similar statute that are unrelated to the facts, activities, or circumstances alleged in the SAC or to the payments or distributions made pursuant to this Settlement.

**THE LAWYERS REPRESENTING YOU AS A CLASS MEMBER**

**19. Who represents me as a Class Member in this case?**

The Court appointed the following three law firms as Class Counsel to represent the Class:

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| <p><b>Daniel A. Small</b><br/>         COHEN MILSTEIN SELLERS &amp;<br/>         TOLL PLLC<br/>         1100 New York Ave. NW, Suite 500<br/>         Washington, DC 20005<br/>         animation@cohenmilstein.com<br/>         202-408-4600</p> | <p><b>Steve W. Berman</b><br/>         HAGENS BERMAN SOBOL<br/>         SHAPIRO LLP<br/>         1918 Eighth Avenue,<br/>         Suite 3300<br/>         Seattle, WA 98101<br/>         animation@hbsslaw.com<br/>         206-623-7292</p> | <p><b>Marc M. Seltzer</b><br/>         SUSMAN GODFREY LLP<br/>         1901 Avenue of the Stars, Suite 950<br/>         Los Angeles, CA 90067-6029<br/>         mseltzer@susmangodfrey.com<br/>         310-789-3100</p> |
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These lawyers and law firms are called "Plaintiffs' Counsel."

**20. Should I get my own lawyer?**

You do not need to hire your own lawyer because the Plaintiffs' Counsel are working on your behalf. If you want your own lawyer, you may hire one, but you will be responsible for any payment for that lawyer's services. For example, you can ask your lawyer to appear in Court for you if you want someone other than Plaintiffs' Counsel to speak for you. You may also appear for yourself without a lawyer.

**21. How will the lawyers be paid?**

Plaintiffs' Counsel may ask the Court to approve payment from the Settlement Funds for attorneys' fees, which will not exceed 25 percent of the Settlement Funds. Plaintiffs' Counsel will not receive any portion of their fees until the Court approves such a payment. Plaintiffs' Counsel will also ask the Court to approve payment from the Settlement Funds for their out-of-pocket costs and expenses.

In connection with the Disney Settlement, Plaintiffs' Counsel will also ask the Court to approve payments of up to \$80,000 to each of the three individual Class Representatives as Service Awards for their service. In connection with the DreamWorks Settlement, Plaintiffs' Counsel will ask the Court to approve Service Awards of up to \$10,000 each to the three Class Representatives. In connection with the Blue Sky and Sony Pictures Settlements, the Court previously approved payments of \$10,000 to each of the three individual Class Representatives as Service Awards for their service.

The costs of providing this Notice and administering the Settlements are being paid from the Settlement Funds. If the Court grants Counsel's requests, all fees, costs, and expenses would be deducted from the Settlement Funds.

**22. How do I get out of the Settlements?**

If you fall within the Class Definition but don't want a payment from one or both of the Settlements, or if you want to keep the right to sue or continue to sue DreamWorks, or sue or continue to sue Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, or Two Pic MC LLC f/k/a ImageMovers Digital LLC about the issues in this case (at your own expense), then you must opt out of the respective Settlement(s).

To opt out of one or both of the Settlements, you must send a letter or written request to the Notice and Claims Administrator at the address below saying that you want to opt out of the DreamWorks Settlement and or the Disney Settlement in ***In re: Animation Workers Antitrust Litigation***, with your full legal name and the name(s) of the Defendant company or companies (i.e., Blue Sky, DreamWorks Animation, Two Pic (f/k/a IMD), Lucasfilm, Pixar, Sony Pictures Animation, Sony Pictures Imageworks, or The Walt Disney Company) for which you worked during the Class period. You must sign your request, and identify which Settlement you wish to opt out of.

To opt out of one or both of the Settlements, you must submit your opt out request letter postmarked no later than **April 24, 2017** (or received by the Notice and Claims Administrator by that date if sent by fax or e-mail) to the following address:

Animation Workers Antitrust Litigation  
 c/o Kurtzman Carson Consultants ("KCC")  
 P.O. Box 43434  
 Providence, RI 02940-3434  
 info@animationlawsuit.com  
 Fax: 415-256-9756

You cannot opt out by telephone.

If you request to opt out of the Settlement with DreamWorks, you will not be legally bound by the DreamWorks Settlement. You will be able to sue (or continue to sue) DreamWorks in the future about the claims in this case.

If you request to opt out of the Settlement with Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC, you will not be legally bound by the Disney Settlement. You will be able to sue (or continue to sue) Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and/or Two Pic MC LLC f/k/a ImageMovers Digital LLC in the future about the claims in this case.

If you ask to opt out of one or both of the Settlements, you will not receive payment from any Settlement you ask to opt out of, and you will not be able to object to that Settlement.

**23. As a Class Member, if I don't opt out of the Settlements, can I sue the Settling Defendants for the same thing separately by myself?**

No. If you are a Class Member, unless you opt out of the Settlements, you give up the right to sue DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, Two Pic MC LLC f/k/a ImageMovers Digital LLC, and the Released Parties for any claim that the Settlements resolve as more fully described in Question 18 above.

If you have a pending lawsuit against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, Two Pic MC LLC f/k/a ImageMovers Digital LLC, or related entities or against any Released Parties defined above, speak to your lawyer in that lawsuit immediately, because you may need to opt out of the respective Settlement(s) to continue your own lawsuit. The process for opting out of the Settlements is described in the preceding sections.

**24. As a Class Member, if I opt out of one or both of the Settlements, can I get money from that Settlement?**

If you opt out of either Settlement, you will not receive money from that Settlement. If you opt out of the DreamWorks Settlement, you will keep the right to sue DreamWorks on your own about the same claims in the lawsuit should you want to do so. If you opt out of the Disney Settlement, you will keep the right to sue Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and/or Two Pic MC LLC f/k/a ImageMovers Digital LLC on your own about the same claims in the lawsuit should you want to do so.

**COMMENTING ON OR OBJECTING TO THE SETTLEMENTS**

**25. How do I tell the Court that I like or don't like one or both of the proposed Settlements, and may I speak at the hearing?**

If you are a Class Member, you can comment on or object to one or both of the Settlements if you like or don't like any part of the Settlements and ask the Court to deny approval to either or both of the Settlements. You can give reasons why you think the Court should or should not approve either or both of the Settlements. You cannot ask the Court to order a larger settlement; the Court can only approve or deny the Settlements. If the Court denies approval of either Settlement, no settlement payments will be sent out with respect to that Settlement and the lawsuit will continue against that defendant. If that is what you want to happen, you must object.

All comments and objections must be in writing, signed, and must include the following:

(a) your name, address, telephone number, email address and signature;

(b) the case name and number (*In re Animation Workers Antitrust Litigation*, Case Number 14-cv-4062),

(c) the identity of the Settlement(s) to which you are objecting (DreamWorks or Disney, or both);

(d) a summary of any other objections you or an attorney on your behalf filed to any class action settlements submitted to any court in the United States in the previous five years; and

(e) a detailed statement of your comments or objections, including the grounds for your objections, if any, together with any supporting documents.

All comments and objections must be submitted by mail to the Notice and Claims Administrator at the address listed in Question 30. Comments or objections must be filed or postmarked on or before **April 24, 2017**.

You do not need to attend or speak at the Fairness Hearing (described in Question 26 below) for your comments or objections to be considered. If you would like to speak at the Fairness Hearing about your comments or objections to the Settlement(s), please add to your letter a statement that you intend to appear and speak at the hearing, for example, by stating "This is my Notice of Intention to Appear at the Fairness Hearing for *In re Animation Workers Antitrust Litigation*."

**If you choose to opt out of either Settlement, you will have no right to speak at the hearing about that Settlement or object to it, because that Settlement will no longer affect your rights.**

**THE COURT'S FAIRNESS HEARING**

**26. When and where will the Court decide whether to approve the Settlements?**

The Court will hold a Fairness Hearing at **May 18, 2017 at 1:30 p.m.** at the following courtroom:

The Honorable Lucy H. Koh  
Courtroom 8, 4th Floor  
The United States District Court for the Northern District of California  
280 S. First Street  
San Jose, California 95113

At this hearing, the Court will consider the Settlements and determine whether they are fair, reasonable, and adequate. If there are timely written comments or objections, the Court will consider them. The Court will decide whether to allow people who have raised objections or comments to speak at the hearing. The Court may also decide how much to award to Plaintiffs' Counsel in attorneys' fees

and expenses and whether to approve the payment of Service Awards to the Class Representatives. After the hearing, the Court will decide whether to approve the Settlements. We do not know how long this decision will take.

Fairness Hearings are rarely rescheduled, but you should be sure to check the website, [www.animationlawsuit.com](http://www.animationlawsuit.com), for news of any such changes.

**27. Do I have to come to the Fairness Hearing?**

No. Plaintiffs' Counsel will be present at the Fairness Hearing to answer any questions the Court may have. You are welcome to come at your own expense. If you send comments or objections to either Settlement, you don't have to come to Court to talk about it. As long as you mailed your written comments or objections on time, the Court will consider them. You may also pay your own lawyer to attend, but it is not required.

**IF YOU DO NOTHING AS A CLASS MEMBER**

**28. What happens if I do nothing at all?**

If you are a Class Member and you do nothing, you will get money from the Settlements and any claims you might have against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC and the Released Parties defined above in Question 18 based on the allegations in this case will be released unless you separately write to opt out (following the instructions in Question 22). In exchange for receiving money from the Settlements, you will give up or "release" your claims against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, and Two Pic MC LLC f/k/a ImageMovers Digital LLC and the Released Parties in this lawsuit. You will not be able to participate in, or collect money damages from, any other lawsuit against DreamWorks, Pixar, Lucasfilm Ltd., LLC, The Walt Disney Company, Two Pic MC LLC f/k/a ImageMovers Digital LLC or the Released Parties related to any alleged conspiracy to suppress competition or compensation, including agreements to restrict recruiting or hiring or to coordinate compensation, including merit increase budgets and compensation ranges. (See Question 18 for the exact definition of the claims you are giving up.)

**YOUR PRIVACY**

**29. Will my manager know whether or how I responded to this Notice?**

The Court has appointed an independent, experienced professional Notice and Claims Administrator, Kurtzman Carson Consultants ("KCC"). The Notice and Claims Administrator will establish and follow procedures to protect the confidentiality of the identity of persons receiving payments or opting out. The Notice and Claims Administrator will issue settlement checks. The list of those Class Members receiving checks will not be shared with Defendants, the Court, or Plaintiffs' counsel.

The Notice and Claims Administrator will also receive requests to opt out of either or both of the Settlements and any comments and objections to the Settlements. The Notice and Claims Administrator will be required to share requests to opt out of either or both of the Settlements and any comments and objections to the Settlements with Class Counsel and counsel for the Defendants, as well as with the Court. Objections to the Settlements, as well as the names of those who opt out of the Settlements, will become part of the public record in the court file.

**GETTING MORE INFORMATION**

**30. Are more details about the Settlements and the lawsuit available?**

Yes. This notice summarizes the proposed Settlements. For the precise terms and conditions of the Settlements, please see the Settlement Agreements available at [www.animationlawsuit.com](http://www.animationlawsuit.com). For all of the documents filed with the Court in the lawsuit, you can also access the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>.

If you have additional questions, please contact the Notice and Claims Administrator:

Kurtzman Carson Consultants ("KCC")  
Animation Lawsuit  
P.O. Box 43434  
Providence, RI 02940-3434  
855-730-8617  
[info@animationlawsuit.com](mailto:info@animationlawsuit.com)

You can also contact Class Counsel whose information is below again:

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| <b>Daniel A. Small</b><br>COHEN MILSTEIN SELLERS &<br>TOLL PLLC<br>1100 New York Ave. NW, Suite 500<br>Washington, DC 20005<br><a href="mailto:animation@cohenmilstein.com">animation@cohenmilstein.com</a><br>202-408-4600 | <b>Steve W. Berman</b><br>HAGENS BERMAN SOBOL<br>SHAPIRO LLP<br>1918 Eighth Avenue,<br>Suite 3300<br>Seattle, WA 98101<br><a href="mailto:animation@hbsslaw.com">animation@hbsslaw.com</a><br>206-623-7292 | <b>Marc M. Seltzer</b><br>SUSMAN GODFREY LLP<br>1901 Avenue of the Stars, Suite 950<br>Los Angeles, CA 90067-6029<br><a href="mailto:mseltzer@susmangodfrey.com">mseltzer@susmangodfrey.com</a><br>310-789-3100 |
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**PLEASE DO NOT TELEPHONE THE COURT OR THE COURT CLERK'S OFFICE TO INQUIRE ABOUT THE SETTLEMENTS OR THE CLAIMS PROCESS.**