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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

SAMUAL KELLER et al.,

Plaintiffs,

v.

NATIONAL COLLEGIATE ATHLETIC
ASSOCIATION; COLLEGIATE
LICENSING COMPANY; and
ELECTRONIC ARTS INC.,

Defendants.

Case No. 09-cv-1967 CW

**DECLARATION OF MICHAEL D.
HAUSFELD IN SUPPORT OF PLAINTIFFS'
MOTION FOR PRELIMINARY APPROVAL
OF CLASS ACTION SETTLEMENT**

Judge: Honorable Claudia Wilken
Date: July 3, 2014
Time: 2:00 p.m.
Courtroom: Fourth Floor, No. 2

EDWARD O'BANNON, et al.,

Plaintiffs,

v.

NATIONAL COLLEGIATE ATHLETIC
ASSOCIATION; COLLEGIATE
LICENSING COMPANY; and
ELECTRONIC ARTS INC.,

Defendants.

Case No. 09-cv-3329 CW

1 I, Michael D. Hausfeld, Esquire, declare as follows:

2 1. I am a partner in the law firm of Hausfeld LLP. The Court has appointed my firm
3 as Plaintiffs' Co-Lead Counsel with Principal Responsibility for the Antitrust Claims ("Counsel
4 for the Antitrust Plaintiffs") in this case. I am submitting this Declaration in support of Plaintiffs'
5 Motion for Preliminary Approval of Class Action Settlement. I have personal knowledge of the
6 information set forth in this Declaration.
7

8 2. Counsel for the Antitrust Plaintiffs, the Keller Right of Publicity Plaintiffs,
9 Electronic Arts Inc. ("EA") and Collegiate Licensing Company ("CLC") first engaged in
10 settlement discussions in November 2011 before retired Judge Edward Infante. Those
11 discussions did not lead to a resolution.
12

13 3. Counsel for the Antitrust Plaintiffs, the Keller Right of Publicity Plaintiffs, and EA
14 agreed to engage in settlement discussions again in the fall of 2013, this time including then-
15 counsel for the Hart Right of Publicity Plaintiffs. The parties participated in mediation before
16 Randy Wulff ("Wulff") of Wulff Quinby Sochynsky, a dispute resolution firm, on September 10,
17 2013. The basic parameters of the settlement were agreed upon at that session, and the parties
18 proceeded to draft a term sheet, which was executed on September 26, 2013. The parties then
19 began negotiating a long-form settlement agreement.
20

21 4. In or around October 2013, Hart replaced his counsel and the substitute counsel,
22 Lum, Drasco & Positan, LLC ("LDP") and McKenna Law Firm LLC ("McKenna"), undertook an
23 independent review of the term sheet and draft long-form settlement agreement. Hart's counsel
24 ultimately consented to the then-agreed to terms.

25 5. Over the course of the next several months, counsel for the parties participated in
26 numerous arm's-length and hard-fought, telephonic negotiating sessions and exchanged drafts
27 and redlines of the long-form settlement agreement
28

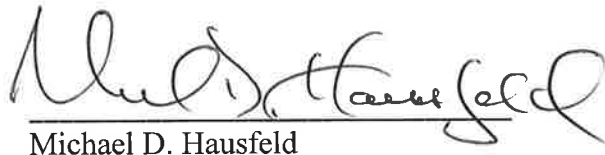
1 6. By April 2014, issues remained about how to allocate the proposed settlement
2 fund, which were resolved in a multiple sessions with Wulff held in April 2014. Thereafter, the
3 parties continued to negotiate the final details of the long-form settlement agreement and its
4 respective exhibits. The settlement agreement was executed on May 15, 2014.

5
6 7. The settlement discussions and negotiations were always at arm's length, non-
7 collusive, and in good faith. All parties vigorously negotiated their respective positions on all
8 material terms of the Settlement Agreement. Plaintiffs' counsel zealously advanced their
9 respective positions and were fully prepared to continue to litigate rather than to accept a
10 settlement that was not in the best interests of the Class.

11 8. In connection with these settlement negotiations, Counsel for the Antitrust
12 Plaintiffs were informed of the facts concerning liability and damages issues and the relative
13 strengths and weaknesses of each party's litigation position. We analyzed and evaluated many
14 contested legal and factual issues posed by the litigation so that adequate demands and accurate
15 evaluation of EA's positions could be made.
16

17 I declare under penalty of perjury of the laws of the United States that the foregoing is true
18 and correct.

19 Executed this 30th day of May, 2014 at Washington, DC.

20
21 
22 Michael D. Hausfeld