

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

THE LEARNING COMPANY, a division of
HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY, and HMH
CONSUMER COMPANY LTD.

Plaintiffs,

v.

ZYNGA INC.

Defendant.

Civil Action No. 1:11-cv-10894-MLW

PLAINTIFFS' REPORT ON SETTLEMENT

Pursuant to this Court's June 20, 2011 Order (*see* Dkt. Entry No. 50) ("Order"), Plaintiffs hereby report on the status of settlement discussions between the parties.

In its Order, the Court directed that "[t]he parties shall meet at least once and, by July 22, 2011, inform the court whether this case has been settled." Order at 1.

On June 24, 2011, in response to the Court's Order, Plaintiffs sent Zynga an offer of compromise with proposed terms for settlement via email. Plaintiffs requested that Zynga review the settlement offer and inform Plaintiffs whether Zynga believed further settlement discussions would be fruitful so that the parties could comply with the Court's order.

Having heard no response from Zynga for two weeks, Plaintiffs sent Zynga a draft joint schedule and in the cover letter reminded Zynga of the parties' obligation to meet regarding settlement. Plaintiffs referenced their June 24 settlement offer and requested that Zynga, at a minimum, inform Plaintiffs whether they intend to respond to that offer.

On July 15, 2011, the parties conferred regarding the joint schedule by phone. After discussing the schedule, counsel for Plaintiffs inquired whether there was anything else to discuss. Counsel for Zynga indicated that there was not.

On the afternoon of the day on which this report was due to the Court, counsel for Zynga informed Plaintiffs' counsel via email that Zynga will not accept Plaintiffs' proposed settlement terms.

Accordingly, Plaintiffs report that settlement has not been reached in this matter.

Respectfully submitted,

THE LEARNING COMPANY, a division of
HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY, and HMH
CONSUMER COMPANY LTD.

By their attorneys,

/s/ R. David Hosp

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Dated: July 22, 2011

CERTIFICATE OF SERVICE

I, R. David Hosp, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on July 22, 2011.

/s/ R. David Hosp _____